Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 12/01 **, 2008, and ending** 11/30 , 2009

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type. See Specific Instructions

THE BILL GATTON FOUNDATION
P. O. BOX 1147
BRISTOL, TN 37621

A Employer identification number: 62-1266284

B Telephone number (see the instructions): 423/764-5121

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

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

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 44,984,025.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ________
(Part I, column (d) must be on cash basis)

EXTENDED

SCANNED JUL 21 2010

RECEIVED JUL 16 2010 OGDEN, UT

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts grants, etc, received (att sch)	12,000.			
2 Ck ► [ ] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	9,458.	9,458.	N/A	
4 Dividends and interest from securities	996,117.	996,117.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-1,610,818.			
b Gross sales price for all assets on line 6a 10,020,895.				
7 Capital gain net income (from Part IV line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	31,638.	31,638.		
12 **Total.** Add lines 1 through 11	-561,605.	1,037,213.		
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	25,000.	20,000.		5,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	25,000.	20,000.		5,000.
c Other prof fees (attach sch) See St 3	100,955.	100,955.		
17 Interest				
18 Taxes (attach schedule) See Stmt 4	25,000.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	1,978.	1,355.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	177,933.	142,310.		10,000.
25 Contributions, gifts, grants paid Part XV	1,778,826.			1,778,826.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,956,759.	142,310.		1,788,826.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-2,518,364.			
b **Net investment income** (if negative, enter -0-)		894,903.		
c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	7,260,070.	1,610,696.	1,610,696.
	2 Savings and temporary cash investments	7,215.	7,301.	7,301.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 6	36,731,577.	34,953,855.	33,853,710.
	c Investments – corporate bonds (attach schedule) Statement 7		4,907,144.	5,065,884.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 8	5,015,434.	4,979,718.	4,446,434.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	49,014,296.	46,458,714.	44,984,025.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	49,014,296.	46,458,714.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	49,014,296.	46,458,714.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	49,014,296.	46,458,714.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	49,014,296.
2	Enter amount from Part I, line 27a	2	-2,518,364.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	46,495,932.
5	Decreases not included in line 2 (itemize) ► See Statement 9	5	37,218.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	46,458,714.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day year)	(d) Date sold (month, day, year)
1a See Statement 10			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-1,610,818.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-602,888.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	1,960,668.	60,036,954.	0.032658
2006	3,821,154.	68,917,333.	0.055445
2005	2,745,135.	49,750,999.	0.055177
2004	2,149,230.	41,457,766.	0.051841
2003	3,237,159.	38,890,478.	0.083238

2	**Total** of line 1, column (d)	2	0.278359
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055672
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	40,923,496.
5	Multiply line 4 by line 3	5	2,278,293.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,949.
7	Add lines 5 and 6	7	2,287,242.
8	Enter qualifying distributions from Part XII, line 4	8	1,788,826.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling letter ________ (attach copy of ruling letter if necessary – see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	17,898.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,898.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	17,898.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a 31,736.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	31,736.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	13,838.
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ► 13,838. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *Continued*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► DANNY L. DUNN Telephone no ► (423) 764-5121

Located at ► 1000 W. STATE STREET, BRISTOL, TN ZIP + 4 ► 37620

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Frank Winston Bristol, TN 37620	Trustee 2.00	25,000.	0.	0.
C. M. Gatton Bristol, TN 37620	Trustee 0	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes a Average monthly fair market value of securities		1a	31,563,688.
b Average of monthly cash balances		1b	5,684,844.
c Fair market value of all other assets (see instructions)		1c	4,298,164.
d **Total** (add lines 1a, b, and c)		1d	41,546,696.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	41,546,696.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	623,200.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	40,923,496.
6 **Minimum investment return.** Enter 5% of line 5		6	2,046,175.

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

1 Minimum investment return from Part X, line 6		1	2,046,175.
2a Tax on investment income for 2008 from Part VI, line 5	2a 17,898.		
b Income tax for 2008 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	17,898.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	2,028,277.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	2,028,277.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,028,277.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	1,788,826.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,788,826.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,788,826.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,028,277.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006 66,587.				
e From 2007				
f **Total** of lines 3a through e	66,587.			
4 Qualifying distributions for 2008 from Part XII, line 4 ► $ 1,788,826.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2008 distributable amount				1,788,826.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	66,587.			66,587.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				172,864.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

C. M. Gatton

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

None

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

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

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

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Statement 12				
Total			► 3a	1,778,826.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,458.	
4 Dividends and interest from securities			14	996,117.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	31,638.	
8 Gain or (loss) from sales of assets other than inventory			18	-1,610,818.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-573,605.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-573,605.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

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

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

SIGN HERE ► Frank Winston | 7-13-10 | ► Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ► JRShelby	Date 7-12-10	Check if self-employed ► ☒	Preparer's identifying number (See Signature in the instrs) 408-60-9148
Firm's name (or yours if self-employed), address, and ZIP code ► Jim R. Shelby, CPA 620 Market St #300, PO Box 789 Knoxville, TN 37902		EIN ► 62-0823666 Phone no ► (865) 673-3597	

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ and 990-PF**
► **See separate instructions.**

OMB No 1545-0047

2008

Name of the organization: THE BILL GATTON FOUNDATION

Employer identification number: 62-1266284

Organization type (check one)

Filers of: | **Section:**

Form 990 or 990-EZ

- [ ] 501(c)(____) (enter number) organization
- [ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- [ ] 527 political organization

Form 990-PF

- [X] 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 –

- [X] For organizations 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 Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II
- [ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE BILL GATTON FOUNDATION

Employer identification number: 62-1266284

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Customer 1 One, Inc. 1000 West State Street Bristol, TN 37620	$ 6,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

1099-B Proceeds From Broker Transactions (OMB No. 1545-0715)

This section reports your proceeds from each of your sales during the year which are reported to the Internal Revenue Service. The proceeds from each of your sales are reported to the IRS on Forms 1099-B (Box 2), not the aggregate total of your sales. You must report the proceeds of each sale on your tax return. We must report all transactions on a trade-date basis which is the date shown in the sale date column (Box 1a). The proceeds reported in Box 2 are less commissions, transfer charges, and premiums.

We are not required to nor do we report gains or losses on these sales to the IRS. We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. Wash sales are reported with tax cost equal to proceeds. Dis-allowed losses from wash sales have been added to the tax cost of the repurchased securitites. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
RENASANT CORP	75970E107	5000	07/21/09	08/31/09	$75,122 56	$33,855 00	$41,267 56
COLUMBIA FDS SER TR I SHORT-INTER	19765Y555	41551.25	08/03/09	09/03/09	$300,000 00	$295,429.37	$4,570.63
PIPER JAFFRAY COS	724078100	1335	07/21/09	09/09/09	$63,969 41	$13,477.01	$50,492.40
RENASANT CORP	75970E107	5000	07/21/09	09/09/09	$71,926 64	$33,855 00	$38,071 64
WALTER INDS INC	93317Q105	33	09/09/09	09/10/09	$1,898 46	$1,898 46	$0 00
THOR INDS INC	885160101	45	09/09/09	09/10/09	$1,222 06	$1,221.64	$0 42
POWER INTEGRATIONS INC	739276103	61	09/09/09	09/10/09	$2,005 57	$2,037 75	$-32 18
GREENHILL & CO INC	395259104	35	09/09/09	09/10/09	$2,657.47	$2,671 11	$-13 64
VARIAN SEMICONDUCTOR EQUIPTMENT	922207105	39	09/09/09	09/11/09	$1,292 99	$1,255 70	$37 29
J CREW GROUP INC	46612H402	34	09/09/09	09/11/09	$1,157 87	$1,166.11	$-8 24
HEWITT ASSOCS INC	42822Q100	50	09/09/09	09/11/09	$1,783 94	$1,758 37	$25 57
RENASANT CORP	75970E107	5000	07/21/09	09/16/09	$72,433.13	$33,855 00	$38,578 13
RENASANT CORP	75970E107	5000	07/21/09	09/23/09	$73,998.59	$33,855.00	$40,143 59
COVANCE INC	222816100	23	09/04/09	09/25/09	$1,246 34	$1,242 17	$4 17
CARNIVAL CORP PAIRED CTF 1 COM	143658300	27	09/04/09	09/25/09	$895.33	$798 58	$96 75
FMC TECHNOLOGIES INC	30249U101	33	09/04/09	09/25/09	$1,716.80	$1,558 86	$157 94

Short term transactions

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
FIRST SOLAR INC	336433107	7	09/04/09	09/25/09	$1,052 04	$838 09	$213 95
APPLE COMPUTER INC	037833100	5	09/04/09	09/25/09	$920 50	$850 84	$69 66
CELGENE CORP COM	151020104	24	09/04/09	09/25/09	$1,314 34	$1,231 80	$82 54
AMERICA MOVIL S A DE C V SPONSORED	02364W105	25	09/04/09	09/25/09	$1,037 79	$1,037 79	$0 00
ILLUMINA INC	452327109	32	09/04/09	09/25/09	$1,297 06	$1,133 31	$163 75
MEDCO HEALTH SOLUTIONS INC	58405U102	19	09/04/09	09/25/09	$1,037 52	$1,037 52	$0 00
PRICELINE COM INC	741503403	10	09/04/09	09/25/09	$1,599 72	$1,534 98	$64 74
AKAMAI TECHNOLOGIES INC	00971T101	56	09/04/09	09/25/09	$1,064 63	$975 38	$89 25
GAMESTOP CORP NEW CL A	36467W109	18	09/04/09	10/01/09	$475 63	$432 32	$43 31
GAMESTOP CORP NEW CL A	36467W109	20	09/04/09	10/01/09	$522 90	$480 35	$42 55
COSTCO WHSL CORP NEW	22160K105	27	09/04/09	10/01/09	$1,501 24	$1,490 60	$10 64
TRIUMPH GROUP INC NEW	896818101	52	09/09/09	10/02/09	$2,431 26	$2,377 83	$53 43
AQUA AMER INC	03836W103	68	09/09/09	10/02/09	$1,142 96	$1,151 75	$-8 79
AQUA AMER INC	03836W103	229	09/09/09	10/02/09	$3,836 66	$3,878 69	$-42 03
TRIUMPH GROUP INC NEW	896818101	1	09/09/09	10/02/09	$46 58	$45 73	$0 85
THOR INDS INC	885160101	66	09/09/09	10/02/09	$1,966 20	$1,791 73	$174 47
GFI GROUP INC	361652209	368	09/09/09	10/05/09	$2,712 46	$2,766 44	$-53 98
CME GROUP INC	12572Q105	5	09/04/09	10/06/09	$1,454 93	$1,330 49	$124 44
EXPEDITORS INTERNATIONAL WASH INC	302130109	18	09/04/09	10/06/09	$603 60	$589 00	$14 60
FIRST SOLAR INC	336433107	4	09/04/09	10/06/09	$608 30	$478 91	$129 39
REGAL BELOIT CORP	758750103	141	09/09/09	10/12/09	$6,820 80	$6,284 02	$536 78
AGNICO EAGLE MINES LTD	008474108	13	09/24/09	10/12/09	$926 86	$837 69	$89 17
AMERIPRISE FINL INC	03076C106	57	09/24/09	10/12/09	$2,097 46	$1,791 94	$305 52
COACH INC	189754104	20	09/24/09	10/12/09	$686 79	$640 55	$46 24
ITT EDL SVCS INC	45068B109	18	09/24/09	10/12/09	$1,991 78	$1,943 06	$48 72
ILLUMINA INC	452327109	23	09/24/09	10/12/09	$971 47	$914 88	$56 59

Short term transactions

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
MAXIM INTEGRATED PRODS INC	57772K101	102	09/24/09	10/12/09	$1,870 90	$1,837 79	$33 11
MICROCHIP TECHNOLOGY INC	595017104	35	09/24/09	10/12/09	$915 20	$929 86	$-14 66
NCR CORP NEW	62886E108	148	09/24/09	10/12/09	$1,905 97	$2,059 79	$-153 82
ON SEMICONDUCTOR CORP	682189105	219	09/24/09	10/12/09	$1,762 52	$1,790 87	$-28 35
POLARIS INDUSTRIES INC NEW	731068102	46	09/24/09	10/12/09	$2,003 23	$1,893 71	$109 52
SOHU COM INC	83408W103	25	09/24/09	10/12/09	$1,576 74	$1,698 19	$-121 45
STARWOOD HOTELS & RESORTS	85590A401	19	09/24/09	10/12/09	$628 11	$612 32	$15 79
SYMANTEC CORP	871503108	85	09/24/09	10/12/09	$1,387 16	$1,301 14	$86 02
WALTER INDS INC	93317Q105	16	09/23/09	10/12/09	$969 32	$969 32	$0 00
XILINX INC	983919101	35	09/24/09	10/12/09	$819 84	$818 91	$0 93
GENCO SHIPPING & TRADING LTD SHS	Y2685T107	67	09/24/09	10/12/09	$1,431 45	$1,349 88	$81 57
RENASANT CORP	75970E107	5000	07/21/09	10/13/09	$70,809 17	$33,855 00	$36,954 17
RENASANT CORP	75970E107	5000	07/21/09	10/14/09	$73,399 10	$33,855 00	$39,544 10
MOSAIC CO	61945A107	109	09/10/09	10/16/09	$5,603 83	$5,490 69	$113 14
MOSAIC CO	61945A107	43	09/10/09	10/16/09	$2,220 78	$2,166 05	$54 73
J CREW GROUP INC	46612H402	92	09/09/09	10/22/09	$3,840 47	$3,155 37	$685 10
F5 NETWORKS INC	315616102	73	09/09/09	10/22/09	$3,459 99	$2,844 99	$615 00
APPLE COMPUTER INC	037833100	6	09/04/09	10/26/09	$1,214 72	$1,021 00	$193 72
PRICE T ROWE GROUP INC	74144T108	15	09/25/09	10/26/09	$800 73	$669 59	$131 14
AMAZON COM INC	023135106	21	09/04/09	10/26/09	$2,603 52	$1,644 80	$958 72
AKAMAI TECHNOLOGIES INC	00971T101	41	09/04/09	10/27/09	$853 08	$714 12	$138 96
BE AEROSPACE INC	073302101	97	09/24/09	10/27/09	$1,920 09	$1,892 23	$27 86
SHERWIN WILLIAMS CO	824348106	26	09/24/09	10/27/09	$1,497 13	$1,591 92	$-94 79
PAYCHEX INC	704326107	48	09/24/09	10/27/09	$1,405 41	$1,406 28	$-0 87
NVIDIA CORP	67066G104	132	09/24/09	10/27/09	$1,659 19	$1,959 87	$-300 68
NETFLIX COM INC	64110L106	18	09/24/09	10/27/09	$984 03	$838 76	$145 27

Short term transactions

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
MICROCHIP TECHNOLOGY INC	595017104	61	09/24/09	10/27/09	$1,517 22	$1,620 62	$-103 40
MEDCO HEALTH SOLUTIONS INC	58405U102	11	09/24/09	10/27/09	$628 02	$608 27	$19 75
QIAGEN N V	N72482107	62	10/01/09	10/27/09	$1,323 45	$1,301 11	$22 34
BMC SOFTWARE INC	055921100	46	09/24/09	10/27/09	$1,713 35	$1,744 67	$-31 32
ZIONS BANCORPORATION	989701107	75	09/24/09	10/27/09	$1,152 31	$1,355 06	$-202 75
BEST BUY INC	086516101	32	09/24/09	10/27/09	$1,281 81	$1,207 60	$74 21
CIGNA CORP	125509109	58	09/24/09	10/27/09	$1,671 85	$1,705 64	$-33 79
CHICOS FAS INC	168615102	117	09/24/09	10/27/09	$1,538 30	$1,516 03	$22 27
COMMSCOPE INC	203372107	80	09/24/09	10/27/09	$2,319 33	$2,475 00	$-155 67
CONSOL ENERGY INC	20854P109	21	09/24/09	10/27/09	$973 99	$943 48	$30 51
DARDEN RESTAURANTS INC	237194105	63	09/24/09	10/27/09	$1,958 95	$2,209 25	$-250 30
DECKERS OUTDOOR CORP	243537107	3	10/12/09	10/27/09	$289 72	$254 69	$35 03
IAC / INTERACTIVECORP	44919P508	80	10/12/09	10/27/09	$1,543 43	$1,520 08	$23 35
ITT EDL SVCS INC	45068B109	18	09/24/09	10/27/09	$1,790 24	$1,943 05	$-152 81
INTUIT	461202103	13	09/24/09	10/27/09	$389 11	$359 68	$29 43
LKQ CORP	501889208	78	09/24/09	10/27/09	$1,398 53	$1,457 63	$-59 10
MASTERCARD INC CL A	57636Q104	8	09/24/09	10/27/09	$1,766 01	$1,719 90	$46 11
MEDCO HEALTH SOLUTIONS INC	58405U102	19	09/03/09	10/27/09	$1,084 77	$1,058 45	$26 32
FIRST SOLAR INC	336433107	45	09/04/09	10/29/09	$5,695 42	$5,387 74	$307 68
FIRST SOLAR INC	336433107	3	09/04/09	10/29/09	$381 64	$359 18	$22 46
AKAMAI TECHNOLOGIES INC	00971T101	140	09/04/09	10/29/09	$3,190 45	$2,438 45	$752 00
ALCON INC PAYS IN U S DOLLARS	H01301102	9	09/25/09	10/29/09	$1,303 59	$1,267 62	$35 97
AKAMAI TECHNOLOGIES INC	00971T101	60	09/04/09	10/30/09	$1,322 98	$1,045 05	$277 93
ALCON INC PAYS IN U S DOLLARS	H01301102	8	09/25/09	10/30/09	$1,152 15	$1,126 77	$25 38
FIRST SOLAR INC	336433107	53	09/04/09	10/30/09	$6,608 78	$6,345 56	$263 22
WELLS FARGO & CO (NEW)	949746101	216	09/10/09	11/02/09	$5,991 86	$6,010 74	$-18 88

Short term transactions

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
RENASANT CORP	75970E107	5000	07/21/09	11/04/09	$68,550 23	$33,855 00	$34,695 23
FMC TECHNOLOGIES INC	30249U101	13	09/04/09	11/12/09	$743 55	$614 10	$129 45
COSTCO WHSL CORP NEW	22160K105	26	09/04/09	11/12/09	$1,563 14	$1,435 39	$127 75
ALCON INC PAYS IN U S DOLLARS	H01301102	3	09/04/09	11/13/09	$435 49	$389 70	$45 79
ALCON INC PAYS IN U S DOLLARS	H01301102	6	09/25/09	11/13/09	$870 97	$845 08	$25 89
APPLE COMPUTER INC	037833100	4	09/04/09	11/13/09	$812 73	$680 67	$132 06
CIGNA CORP	125509109	25	09/24/09	11/13/09	$762 81	$735 19	$27 62
ROYAL CARIBBEAN CRUISES LTD	V7780T103	79	09/24/09	11/13/09	$1,816 85	$1,905 28	$-88 43
MILLICOM INTERNATIONAL CELLULAR SA	L6388F110	20	09/24/09	11/13/09	$1,434 18	$1,459 55	$-25 37
XILINX INC	983919101	68	09/24/09	11/13/09	$1,557 35	$1,591 03	$-33 68
WALTER INDS INC	93317Q105	15	09/23/09	11/13/09	$1,017 26	$919 59	$97 67
ULTRA PETE CORP	903914109	39	09/24/09	11/13/09	$1,788 96	$1,938 59	$-149 63
FORRESTER RESH INC	346563109	110	09/09/09	11/13/09	$2,776 09	$2,530 83	$245 26
AES CORP COM	00130H105	87	09/24/09	11/13/09	$1,159 09	$1,274 33	$-115 24
AUTODESK INC	052769106	28	09/24/09	11/13/09	$758 94	$657 09	$101 85
BIOMARIN PHARMACEUTICAL INC	09061G101	120	09/24/09	11/13/09	$1,979 37	$2,151 30	$-171 93
CBS CORP NEW CL B	124857202	158	10/27/09	11/13/09	$2,035 90	$1,975 00	$60 90
FLEXTRONICS INTL LTD	Y2573F102	260	09/24/09	11/13/09	$1,834 49	$1,850 55	$-16 06
CLIFFS NAT RES INC	18683K101	50	09/24/09	11/13/09	$2,053 60	$1,627 22	$426 38
ELECTRONIC ARTS	285512109	83	09/24/09	11/13/09	$1,509 76	$1,585 09	$-75 33
FMC TECHNOLOGIES INC	30249U101	20	09/24/09	11/13/09	$1,138 33	$1,042 90	$95 43
GAMESTOP CORP NEW CL A	36467W109	70	09/24/09	11/13/09	$1,643 34	$1,857 70	$-214 36
HOLOGIC INC	436440101	165	09/24/09	11/13/09	$2,574 16	$2,639 59	$-65 43
INTUITIVE SURGICAL INC NEW	46120E602	5	09/24/09	11/13/09	$1,370 01	$1,198 14	$171 87
MEMC ELECTR MATLS INC	552715104	92	09/24/09	11/13/09	$1,199 69	$1,620 81	$-421 12
MONSTER WORLDWIDE INC	611742107	46	09/24/09	11/13/09	$676 03	$828 81	$-152 78

Short term transactions

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
NOVELLUS SYS INC	670008101	41	10/12/09	11/13/09	$883 88	$890 43	$-6 55
OPEN JT STK CO-VIMPEL SPONSORED ADR	68370R109	98	09/24/09	11/13/09	$2,031.55	$1,725 54	$306 01
QUICKSILVER RES INC	74837R104	141	09/24/09	11/13/09	$1,884 80	$1,900 33	$-15 53
TEXTRON INC	883203101	114	09/24/09	11/13/09	$2,244.86	$2,100 74	$144 12
WHOLE FOODS MKT INC	966837106	271	09/09/09	11/18/09	$7,107 77	$7,695 72	$-587 95
BUCYRUS INTL INC NEW CL A	118759109	55	09/09/09	11/19/09	$2,860 94	$1,719 90	$1,141 04
ST JOE CORPORATION	790148100	189	09/09/09	11/25/09	$4,889 46	$5,790 49	$-901 03
COLUMBIA FDS SER TR I SHORT-INTER	19765Y555	101775 96	08/03/09	11/25/09	$745,000 00	$723,627 05	$21,372 95
CONSOL ENERGY INC	20854P109	69	09/10/09	11/30/09	$3,185 50	$2,863 49	$322 01
CONOCOPHILLIPS	20825C104	63	09/10/09	11/30/09	$3,274 30	$2,910 44	$363 86
Total short term gain/loss from sales:	Report on Form 1040, Schedule D, line 1, Column d, e and f				$1,828,402 96	$1,475,582.25	$352,820.71

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
TOTAL SYS SVCS INC	891906109	1875 68	03/28/02	08/31/09	$28,513 88	$40,985.67	$-12,471 79
TOTAL SYS SVCS INC	891906109	1472 28	04/05/02	08/31/09	$22,381 53	$32,417 17	$-10,035 64
TOTAL SYS SVCS INC	891906109	872.03	04/05/02	08/31/09	$13,256 46	$19,200.51	$-5,944 05
TOTAL SYS SVCS INC	891906109	1875 68	04/02/02	08/31/09	$28,513 88	$41,276 82	$-12,762 94
TOTAL SYS SVCS INC	891906109	2484 93	04/29/02	08/31/09	$37,775 74	$54,773 35	$-16,997 61
TOTAL SYS SVCS INC	891906109	1419 4	03/06/02	08/31/09	$21,577 59	$26,591 96	$-5,014 37
SYNOVUS FINL CORP	87161C105	3043	04/05/02	09/09/09	$9,768 69	$25,484 56	$-15,715 87
SYNOVUS FINL CORP	87161C105	5135	04/29/02	09/09/09	$16,484 46	$43,051 31	$-26,566 85
TOTAL SYS SVCS INC	891906109	1159 66	03/06/02	09/09/09	$17,542 49	$21,725 77	$-4,183 28

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
TOTAL SYS SVCS INC	891906109	2157 03	03/06/02	09/09/09	$32,630 05	$40,385 44	$-7,755 39
TOTAL SYS SVCS INC	891906109	2766 63	02/25/02	09/09/09	$41,851 59	$51,534 44	$-9,682 85
TOTAL SYS SVCS INC	891906109	3916 69	11/25/03	09/09/09	$59,248 97	$71,603 28	$-12,354 31
SYNOVUS FINL CORP	87161C105	1802	04/05/02	09/09/09	$5,784 81	$15,091 42	$-9,306 61
SYNOVUS FINL CORP	87161C105	20	04/02/02	09/09/09	$64 20	$167 41	$-103 21
SYNOVUS FINL CORP	87161C105	3856	04/02/02	09/16/09	$16,767 77	$32,275 77	$-15,508 00
SYNOVUS FINL CORP	87161C105	2268	11/25/03	09/16/09	$9,862 37	$17,584 09	$-7,721 72
TOTAL SYS SVCS INC	891906109	3282 44	01/23/02	09/16/09	$51,893 98	$59,770 76	$-7,876 78
TOTAL SYS SVCS INC	891906109	4220 28	08/28/01	09/16/09	$66,720 83	$72,312 83	$-5,592 00
TOTAL SYS SVCS INC	891906109	1724 78	11/26/01	09/16/09	$27,268 13	$29,368 17	$-2,100 04
SYNOVUS FINL CORP	87161C105	3876	03/28/02	09/16/09	$16,854 73	$32,214 33	$-15,359 60
TOTAL SYS SVCS INC	891906109	772 51	11/25/03	09/16/09	$12,212 99	$14,122 61	$-1,909 62
SYNOVUS FINL CORP	87161C105	400 5	03/06/02	09/23/09	$1,581 93	$2,852 09	$-1,270 16
SYNOVUS FINL CORP	87161C105	5329 5	03/08/02	09/23/09	$21,050 98	$37,977 27	$-16,926 29
SYNOVUS FINL CORP	87161C105	6422	11/25/03	09/23/09	$25,366 24	$49,790 59	$-24,424 35
TOTAL SYS SVCS INC	891906109	1160 67	12/28/98	09/23/09	$18,645 68	$17,323 74	$1,321 94
TOTAL SYS SVCS INC	891906109	2813 52	11/08/01	09/23/09	$45,197 99	$47,200 71	$-2,002 72
TOTAL SYS SVCS INC	891906109	619 81	11/26/01	09/23/09	$9,957 04	$10,553 66	$-596 62
SYNOVUS FINL CORP	87161C105	943 1	02/25/02	10/13/09	$3,504 47	$6,681 85	$-3,177 38
SYNOVUS FINL CORP	87161C105	4056 9	03/06/02	10/13/09	$15,075 04	$28,890 47	$-13,815 43
SYNOVUS FINL CORP	87161C105	6783	01/23/02	10/14/09	$25,586 85	$46,979 24	$-21,392 39
SYNOVUS FINL CORP	87161C105	4774	02/25/02	10/14/09	$18,008 49	$33,823 71	$-15,815 22
SYNOVUS FINL CORP	87161C105	8721	08/28/01	10/14/09	$32,897 37	$56,837 17	$-23,939 80
SYNOVUS FINL CORP	87161C105	4722	11/26/01	10/14/09	$17,812 34	$30,581 57	$-12,769 23
SYNOVUS FINL CORP	87161C105	23063	12/28/98	11/04/09	$46,971 18	$130,930 31	$-83,959 13

Long term transactions

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
SYNOVUS FINL CORP	87161C105	5814	11/08/01	11/04/09	$11,841 06	$37,099 29	$-25,258 23
TOTAL SYS SVCS INC	891906109	5000	12/28/98	11/04/09	$81,412 90	$74,628 17	$6,784 73
SYNOVUS FINL CORP	87161C105	123	11/26/01	11/04/09	$250 51	$796.60	$-546 09
Total long term gain/loss from sales: Report on Form 1040, Schedule D, line 8, Column d, e, and f					$912,135 21	$1,354,884 11	$-442,748 90

Other Long-Term Sales:

Description (Box 7)	Cusip (Box 1b)	Number of shares exchanged (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax Cost	Net gain or loss
SYNOVUS FINL CORP	87161C105	1000	LT	11/04/09	$2,036 65	$ .00	$2,036.65
Total [redacted] Other Report on Form 1040, Schedule D, line 8, Column d, e, and f					$2,036.65	$ .00	$2,036.65

Total proceeds reported to IRS on Form 1099-B	$2,742,574.82	$2,830,466.36	$-87,891.54

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 31,638.	$ 31,638.	
Total	$ 31,638.	$ 31,638.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
0000	$ 25,000.	$ 20,000.		$ 5,000.
Total	$ 25,000.	$ 20,000.		$ 5,000.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Services	$ 100,955.	$ 100,955.		
Total	$ 100,955.	$ 100,955.		$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	$ 25,000.			
Total	$ 25,000.	$ 0.		$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	$ 77.	$ 77.		
Consulting Fees	650.	650.		
Dues & Subscriptions	628.	628.		
Miscellaneous Exp.	623.			
Total	$ 1,978.	$ 1,355.		$ 0.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
First Horizon National Corp.	Cost	$ 930,540.	$ 626,755.
Old National Bancorp	Cost	548,811.	1,138,450.
Regions Financial Corporation	Cost	2,224,111.	1,355,834.
US Bancorp	Cost	2,548,069.	8,086,180.
Bank of America Corporation	Cost	8,102,740.	2,888,060.
Wells Fargo And Co.	Cost	3,295,155.	2,130,283.
BB&T	Cost	1,010,355.	2,195,856.
Citigroup	Cost	1,185,388.	102,750.
First Federal Bancshares of Arkansas	Cost	1,471,633.	579,980.
Intel Corporation	Cost	259,704.	192,000.
JP Morgan Chase	Cost	634,587.	637,350.
Lowes Companies, Inc.	Cost	514,234.	436,200.
ESB Financial	Cost	25,560.	59,999.
Green BankShares	Cost	1,178,632.	329,419.
Renasant Corporation	Cost	866,484.	1,821,013.
Bank of New York Mellon Corp.	Cost	618,735.	527,472.
Carnival Corp.	Cost	613,907.	499,668.
Discover Finl SVCS	Cost	273,293.	289,102.
Hewlett Packard Co.	Cost	449,542.	490,600.
Intel Corp.	Cost	639,884.	499,200.
Robert Half Intl., Inc.	Cost	460,975.	357,280.
Union Pacific Corp.	Cost	210,728.	253,040.
General Electric	Cost	321,800.	160,200.
Apache Corp.	Cost	264,220.	381,120.
Discovery Communications - Ser A	Cost	192,988.	247,613.
Discovery Communications - Ser C	Cost	173,280.	217,310.
Dr. Pepper Snapple Group, Inc.	Cost	181,513.	261,900.
National Oilwell Varco, Inc.	Cost	165,822.	305,442.
Starwood Hotels/Resorts	Cost	538,821.	483,502.
Tiffany & Company	Cost	355,246.	460,944.
Teradata Corp.	Cost	367,161.	439,500.
SY Bancorp Capital Trust II PRE	Cost	120,007.	138,000.
Applied Materials Inc.	Cost	453,614.	416,078.
Boeing Company	Cost	349,771.	366,870.
Caterpillar, Inc.	Cost	230,047.	391,213.
Diebold, Inc.	Cost	240,036.	201,120.
Franklin Resources, Inc.	Cost	184,750.	432,120.
Illinois Tool Works, Inc.	Cost	293,829.	457,216.
U.S. Trust Investments	Cost	2,457,883.	2,997,071.
	Total	$ 34,953,855.	$ 33,853,710.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
U.S. Trust Investments	Cost	$ 4,907,144.	$ 5,065,884.
	Total	$ 4,907,144.	$ 5,065,884.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Investments			
Note receivable real estate sale	Cost	$ 3,448,564.	$ 3,448,564.
Total Other Investments		$ 3,448,564.	$ 3,448,564.
Other Publicly Traded Securities			
Cousins PPTYS Inc.	Cost	574,224.	148,270.
Total Other Publicly Traded Securities		$ 574,224.	$ 148,270.
Other Securities			
HL Financial Services LLC	Cost	956,930.	849,600.
Total Other Securities		$ 956,930.	$ 849,600.
	Total	$ 4,979,718.	$ 4,446,434.

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

LLC K-1 loss of unrelated bus. income	$ 37,218.
Total	$ 37,218.

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	FRACTIONAL SHAR BANK OF AMERICA	Purchased	Various	1/02/2009
2	10743 SHARES BANK OF AMERICA	Purchased	Various	8/05/2009
3	6600 SHARES CAPITAL ONE FINL CORP	Purchased	Various	1/21/2009
4	3700 SHARES CATERPILLAR, INC.	Purchased	5/05/2009	10/20/2009
5	27400 SHARES DELL, INC.	Purchased	Various	1/06/2009
6	15300 SHARES DISCOVER FINL SER	Purchased	11/06/2007	9/22/2009
7	4000 SHARES DR. PEPPER SNAPPLE GROUP INC.	Purchased	10/09/2009	10/09/2009
8	1000 SHARES FRANKLIN RESOURCES	Purchased	2/02/2009	10/16/2009

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
9	12800 SHARES JP MORGAN CHASE	Purchased	Various	5/05/2009
10	5300 SHARES MCDONALDS CORP	Purchased	10/02/2007	Various
11	5400 SHARES MEDTRONIC, INC.	Purchased	1/12/2009	7/28/2009
12	9300 SHARES MORGAN STANLEY	Purchased	Various	Various
13	26000 SHARES NATIONAL SEMI-CONDUCTOR CORP	Purchased	Various	Various
14	20000 SHARES SCHERING PLOUGH	Purchased	4/07/2008	Various
15	1900 SHARES STARWOOD HOTELS & RESORTS	Purchased	4/23/2008	10/12/2009
16	3000 SHARES TERADATA CORP	Purchased	Various	10/09/2009
17	19100 SHARES LIBERITY MEDIA HLDG CORP	Purchased	6/09/2008	12/10/2008
18	775 SHARES ASCENT MEDIA CORP	Purchased	9/18/2008	12/10/2008
19	FRACTIONAL SHAR GREEN COUNTY BANCSHARES	Purchased	Various	Various
20	FRACTIONAL SHAR FIRST HORIZON NATIONAL	Purchased	Various	Various
21	PASS THRU FROM K-1	Purchased	Various	Various
22	U.S. TRUST - SEE ATTACHMENT	Purchased	Various	Various
23	3786372 UNITS FED TREASURY OBLIGATIONS FD #68	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	11.		0.	11.				$ 11.
2	172,085.		585,682.	-413,597.				-413,597.
3	147,572.		352,837.	-205,265.				-205,265.
4	223,942.		143,664.	80,278.				80,278.
5	302,632.		651,743.	-349,111.				-349,111.
6	248,017.		286,649.	-38,632.				-38,632.
7	122,418.		96,890.	25,528.				25,528.
8	109,768.		48,037.	61,731.				61,731.
9	448,270.		419,901.	28,369.				28,369.
10	309,536.		288,979.	20,557.				20,557.
11	187,743.		174,961.	12,782.				12,782.
12	266,172.		551,734.	-285,562.				-285,562.
13	390,472.		637,680.	-247,208.				-247,208.
14	347,156.		280,174.	66,982.				66,982.
15	64,667.		94,576.	-29,909.				-29,909.
16	81,606.		81,402.	204.				204.
17	54,736.		285,983.	-231,247.				-231,247.
18	15,123.		33,781.	-18,658.				-18,658.
19	10.		0.	10.				10.
20	12.		0.	12.				12.
21	0.		202.	-202.				-202.
22	2742575.		2830466.	-87,891.				-87,891.
23	3786372.		3786372.	0.				0.
							Total	$ -1610818.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Frank Winston, Trustee
Care Of:
Street Address: 1000 West State Street
City, State, Zip Code: Bristol, TN 37620

Statement 11 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Telephone:	423-764-5121
Form and Content:	No official application; Outline as to needs and what purpose funds will be used.
Submission Deadlines:	None
Restrictions on Awards:	The only restriction is that the gift be made only to religious, charitable, educational, scientific, testing for public safety, literacy or prevention of cruelty to children or animals, within the United States or any of its possessions.

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Children's Advocacy Ctr. Blountville, Tennessee,	N/A	N/A	Charitable	$ 2,000.
The Salvation Army 137 Edgemont Avenue Bristol, Tennessee 37620,	N/A	N/A	Charitable	5,000.
University of Kentucky Lexington, Kentucky,	N/A	N/A	Educational	20,000.
Mayo Clinic Rochester, MN,	N/A	N/A	Educational	500,000.
Univ. of Pennsylvania Philadelphia, PA,	N/A	N/A	Educational	25,000.
Virginia Tech University Blacksburg, VA,	N/A	N/A	Educational	1,000.
Western Kentucky University Bowling Green, Kentucky,	N/A	N/A	Educational	400,000.
Sullins Adademy 22218 Sullins Academy Dr. Bristol, Virginia 24202,	N/A	N/A	Educational	6,000.
Boys & Girls Club of Bristol Bristol, Tennessee,	N/A	N/A	Charitable	3,500.
International Storytelling Cen Jonesborough, Tennessee 37659,	N/A	N/A	Educational	1,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Jr. Achievement of TN/VA Kingsport, Tennessee 37660,	N/A	N/A	Educational	$ 2,000.
McLean County High School 1859 Highway 136 East Calhoun, Kentucky 42327,	N/A	N/A	Educational	47,971.
Muhlenberg County High School 501 Robert Draper Way Greenville, Kentucky 42345,	N/A	N/A	Educational	59,055.
Rotary Charity Fund Bristol, Tennessee 37620,	N/A	N/A	Charitable	300.
Virginia Intermont College Bristol, Virginia,	N/A	N/A	Educational	300,000.
ETSU Foundation ETSU Box 70721 Johnson City, Tennessee 37614,	N/A	501(c)	Educational	400,000.
Haven of Rest 624 Anderson Street Bristol, TN 37620	N/A	N/A	Charitable	5,000.
Middle Tennessee State Univ. Foundation 1301 East Main Street Murfreesboro, TN 37132	N/A	N/A	Educational	1,000.
			Total	$ 1,778,826.

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	THE BILL GATTON FOUNDATION	62-1266284
	Number, street, and room or suite number If a P O box, see instructions: P. O. BOX 1147	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: BRISTOL, TN 37621	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► DANNY L. DUNN

Telephone No ► (423) 764-5121 FAX No. ► 423-652-9683

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 7/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► [ ] calendar year 20 ___ or

► [X] tax year beginning 12/01, 20 08, and ending 11/30, 20 09.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 20,000.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 31,736.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.