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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010

Department of the Treasury

Internal Revenue Service

Note.

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

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation

BILL AND CAROL LATIMER CHARITABLE FOUNDATION

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

Room/suite

201 WEST MAIN ST NO E

City or town, state, and ZIP code

UNION CITY, TN 38261

A Employer identification number

20-3450991

B Telephone number (see page 10 of the instructions)

(731) 885-2888

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

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

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

☐ Other taxable private foundation

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

\$ 128,906,081

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of 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 (attach schedule)	17,036,134			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,323	10,323		
	4 Dividends and interest from securities.	417,721	417,721		
	5a Gross rents	113,299	113,299		
	b Net rental income or (loss) 113,299				
	6a Net gain or (loss) from sale of assets not on line 10	216,607			
	b Gross sales price for all assets on line 6a 3,164,586				
	7 Capital gain net income (from Part IV, line 2)		216,607		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	28,303,382	28,303,382		
	12 Total. Add lines 1 through 11	46,097,466	29,061,332		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	14,850	14,850		14,850
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	519,092	519,092		519,092
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	134,333	134,333		134,333
	24 Total operating and administrative expenses. Add lines 13 through 23	668,275	668,275		668,275
	25 Contributions, gifts, grants paid	4,143,372			4,143,372
	26 Total expenses and disbursements. Add lines 24 and 25	4,811,647	668,275		4,811,647
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	41,285,819			
	b Net investment income (if negative, enter -0-)		28,393,057		
	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	-872,029	1,975,773	1,975,773
	2	Savings and temporary cash investments		114,710	114,710
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	18,965,931	35,384,782	39,095,165
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	42,512,021	49,254,706	64,096,789
	14	Land, buildings, and equipment basis ▶ _____ 859,635 Less accumulated depreciation (attach schedule) ▶ _____	939,635	859,635	1,158,800
Liabilities	15	Other assets (describe ▶ _____)	7,192,984	22,464,844	22,464,844
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	68,738,542	110,054,450	128,906,081
	17	Accounts payable and accrued expenses		75,000	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	44,911	0	
	23	Total liabilities (add lines 17 through 22)	44,911	75,000	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	68,693,631	109,979,450	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	68,693,631	109,979,450	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	68,738,542	110,054,450	

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	68,693,631
2	Enter amount from Part I, line 27a	2	41,285,819
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	109,979,450
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	109,979,450

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	216,607
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	4,310,062	63,376,837	0 068007
2008	2,756,687	84,061,045	0 032794
2007	888,046	54,195,656	0 016386
2006	215,948	31,841,085	0 006782
2005	326,028	21,362,977	0 015261

2	Total of line 1, column (d).	2	0 139230
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 027846
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	84,584,833
5	Multiply line 4 by line 3.	5	2,355,349
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	283,931
7	Add lines 5 and 6.	7	2,639,280
8	Enter qualifying distributions from Part XII, line 4.	8	4,811,647

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	283,931
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2.		3	283,931
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	283,931
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	375,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000
d	Backup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		7	450,000
8Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	266
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	165,803
11Enter the amount of line 10 to be Credited to 2011 estimated tax 0 Refunded		11	165,803

Part VII-AStatements Regarding Activities			
1aDuring 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?			YesNo
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			NoNo
cDid the foundation file Form 1120-POL for this year?.		1c	No
dEnter 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			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2Has 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	No
3Has 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	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TN			
bIf 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	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of THE FOUNDATION Telephone no (731) 885-2888 Located at 201 WEST MAIN ST NO E UNION CITY TN ZIP+4 38261			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	84,562,738
b	Average of monthly cash balances.	1b	151,389
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,158,800
d	Total (add lines 1a, b, and c).	1d	85,872,927
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	85,872,927
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	1,288,094
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	84,584,833
6	Minimum investment return. Enter 5% of line 5.	6	4,229,242

Part XI

Distributable Amount (see page 25 of the 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	4,229,242
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	283,931
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	283,931
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,945,311
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,945,311
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,945,311

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	4,811,647
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,811,647
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 page 26 of the instructions).	5	283,931
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,527,716
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 4,811,647			
a	Applied to 2009, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2010 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 27 of the 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))

WILLIAM LATIMER III

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

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 page 28 of the 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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	4,143,372
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					10,323
4	Dividends and interest from securities. . . .					417,721
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					113,299
6	Net rental income or (loss) from personal property					
7	Other investment income.					28,303,382
8	Gain or (loss) from sales of assets other than inventory					216,607
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). .		0		0	29,061,332
13	Total. Add line 12, columns (b), (d), and (e).					29,061,332

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

Sign Here

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

Signature of officer or trustee

2011-11-04

Date

Title

Paid Preparer's Use Only

Preparer's Signature

ANITA C HAMILTON CPA

Firm's name

HORNE LLP

Firm's address

26 SECURITY DRIVE
JACKSON, TN 38305

Date

Check if self-employed

PTIN

Firm's EIN

Phone no (731) 668-7070

Form 990-PF (2010)

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2010</div>

<div>Name of organization</div> <div>BILL AND CAROL LATIMER CHARITABLE FOUNDATION</div>	<div>Employer identification number</div> <div>20-3450991</div>
---	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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, aggregate 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 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. 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 lin H of its Form 990-EZ, or on 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 BILL AND CAROL LATIMER CHARITABLE FOUNDATION	Employer identification number 20-3450991
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Part I Contributors (see instructions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	See Additional Data Table <div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	<div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	<div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	<div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	<div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	<div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	<div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	<div>_____</div> <div>_____</div> <div>_____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

Name of organization BILL AND CAROL LATIMER CHARITABLE FOUNDATION	Employer identification number 20-3450991
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Part II Noncash Property (see instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

Name of organization BILL AND CAROL LATIMER CHARITABLE FOUNDATION	Employer identification number 20-3450991
--	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		

Additional Data

Software ID:

Software Version:

EIN: 20-3450991

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>1</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 9,720,000</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input checked="" type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>2</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 305,000</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>3</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 273,300</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>4</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 401,700</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>5</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 658,945</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>6</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 287,600</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>7</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 591,400</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>8</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 95,400</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>9</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 284,800</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>10</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 195,750</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>11</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 408,700</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>12</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 905,100</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>13</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 194,122</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>14</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 1,117,200</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>15</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 1,149,000</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>
<div>16</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$ 398,617</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>17</div>	<div>WILLIAM H LATIMER III</div> <div>1319 HONEYSUCKLE DR</div> <div>UNION CITY, TN 38261</div>	<div>\$49,500</div>	<div>Person</div> <div>Payroll</div> <div>Noncash</div> <div><div></div><div></div><div></div></div> <div>(Complete Part II if there is a noncash contribution)</div>

Form 990 Schedule B, Part II - Noncash Property (see instructions):

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	ALCOA INC COM - 20,000 SHARES	\$ 305,000	2010-12-28
<u>3</u>	COEUR D ALENE MINES CORP IDAHO COM NEW - 10,000 SHARES	\$ 273,300	2010-12-28
<u>4</u>	CALPINE CORP COM NEW - 30,000 SHARES	\$ 401,700	2010-12-28
<u>5</u>	CEMEX SAB DE CV SPON ADR NEW - 62,400 SHARES	\$ 658,945	2010-12-28
<u>6</u>	ENDEAVOUR SILVER CORP COM - 40,000 SHARES	\$ 287,600	2010-12-28
<u>7</u>	FREEPORT-MCMORAN COPPER & GOLD COM - 5,000 SHARES	\$ 591,400	2010-12-28
<u>8</u>	GENERAL MOLY INC COM - 15,000 SHARES	\$ 95,400	2010-12-28
<u>9</u>	ICO THERAPEUTICS ORD - 40,000 SHARES	\$ 284,800	2010-12-28
<u>10</u>	JA SOLAR HOLDING CO LTD SPON ADR - 29,000 SHARES	\$ 195,750	2010-12-28
<u>11</u>	PAN AMERICAN SILVER CORP COM - 10,000 SHARES	\$ 408,700	2010-12-28
<u>12</u>	PENGROWTH ENERGY CORP COM - 70,000 SHARES	\$ 905,100	2010-12-28
<u>13</u>	PARAMOUNT RES LTD CL A - 6,200 SHARES	\$ 194,122	2010-12-28
<u>14</u>	PROVIDENT ENERGY LTD NEW COM - 140,000 SHARES	\$ 1,117,200	2010-12-28
<u>15</u>	SILVER WHEATON CORP COM - 30,000 SHARES	\$ 1,149,000	2010-12-28
<u>16</u>	US GLOBAL INVESTORS GLOBAL RES - 34,245 49 SHARES	\$ 398,617	2010-12-28

Form 990 Schedule B, Part II - Noncash Property (see instructions):

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>17</u>	ISTA PHARMACEUTICALS INC COM NEW - 10,000 SHARES	\$ <u>49,500</u>	<u>2010-12-28</u>

TY 2010 Accounting Fees Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HORNE LLP	14,850	14,850		14,850

TY 2010 Investments Corporate
Stock Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION
EIN: 20-3450991

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PINNACLE FINANCIAL PARTNERS	45,366	135,800
GAZPROM	291,160	750,000
PETROBANK ENERGY & RES LTD	10,684	126,502
OCCIDENTAL PET CORP	232,990	614,106
COMMERCE UNION	600,000	600,000
PITCHSTONE EXPLORATION	225,598	50,821
HOPFED BANCORP, INC.	1,250,171	724,506
OPENTV CORP	278,162	0
YAMANA GOLD	1,012,497	1,410,432
SURGUTNEFTEGAZ JSC	215,599	316,920
PAN AMERICAN SILVER CORP	1,054,560	1,648,400
DYNEGY, INC.	1,021,781	223,114
ENCANA CORP.	530,838	436,800
INTERNATIONAL COAL GROUP, INC.	423,717	514,710
PENGROWTH ENERGY TRUST	1,440,145	1,292,571
PIONEER NATURAL RESOURCES	672,766	1,302,300
BEIJING CAPITAL INTL LTD	220,846	117,137
CANADIAN NATURAL RESOURCES LTD	514,697	710,720
CME GROUP INC.	22,507	301,480
CNX GAS CORP	0	0
COMPANIA DE MINAS BUENAVEN-TURA SA	293,750	979,200
COMPANIA VALE DO RIO DOCE	787,816	1,382,800
EDGE PETROLEUM CORP-DEL	0	0
NEWCREST MINING LTD	87,825	507,219
MAG SILVER CORP	238,407	282,388
MASSEY ENERGY CORP	125,508	268,250
NABORS INDUSTRIES LTD NEW	582,721	703,800
PALADIN RESOURCES LTD	69,100	100,801
PLAINS EXPLORATION & PRODUCTION CO	200,000	160,700
PROVIDENT ENERGY TRUST UNIT	1,684,667	1,669,500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RANGE RESOURCES CORP	15,330	224,900
SILVER STANDARD RESOURCES INC.	220,908	282,200
SILVER WHEATON CORP	1,494,198	2,225,280
BANK OF AMERICA CORP	361,683	400,200
CEMEX S A B DE C V	1,527,167	1,020,010
COEUR D ALENE MINES CORP	496,332	464,440
CONSOL ENERGY INC	528,268	487,400
DELL INC	318,115	203,250
GENERAL ELECTRIC	1,127,893	731,600
GOLDEN STAR RESOURCES	63,216	91,800
HECLA MINING CO	406,568	450,400
KIMBER RESOURCES	55,632	42,000
NRG ENERGY INC	407,666	195,400
NYSE EURONEXT	819,024	359,760
PETROHAWK ENERGY CORP	204,493	182,500
SUNTRUST BANKS INC	705,651	442,650
TERNIUM S A	214,508	212,050
VENOCO	77,658	92,250
PRECISION DRILLING CORP	64,724	56,483
CALPINE CORPORATION	713,394	800,400
MICROSOFT CORPORATION	257,608	279,100
STONE ENERGY CORPORATION	23,108	111,450
TESCO CORPORATION	103,545	158,800
VODAFONE GROUP PLC	663,078	795,844
ABERDEEN LATIN AMERICA EQUITY	41,142	42,592
ALCOA INC COM	305,000	307,800
AMGEN INC	572,266	549,000
ANGLOGOLD ASHANTI LTD	617,091	738,450
ANHEUSER BUSCH	254,658	285,450
BERKSHIRE HATHAWAY INC DEL	1,049,262	1,121,540

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLACKROCK ENERGY & RESOURCES	650,000	809,677
CHESAPEAKE MIDSTREAM PARTNERS	400,865	431,550
CENOVUS ENERGY INC	0	166,200
CISCO SYSTEMS INC	794,924	809,200
CONOCOPHILLIPS	359,830	408,600
CORNING INC	192,508	193,200
ENDEAVOUR SILVER CORP COM	287,600	293,600
FREEPORT-MCMORAN COPPER & GOLD COM	591,400	600,450
GENERAL MOLY INC COM	95,400	97,200
GEORESOURCES INC	24,904	24,320
GOLDCORP INC	1,368,538	1,609,300
ISTA PHARMACEUTICALS INC	49,500	51,300
JA SOLAR HOLDING CO LTD SPON	195,750	200,680
MERCK & CO	537,106	540,600
NORTH AMERICA PALLADIUM	43,907	69,400
PARAMOUNT RESOURCES LTD	194,122	196,809
PFIZER INC	341,916	350,200
US BANCORP DEL COM NEW	479,416	539,400
US GLOBAL INVESTORS GLOBAL RES	398,617	407,864
WAL-MART STORES INC	535,415	539,300
PACE OIL & GAS LTD	0	70,339

TY 2010 Investments - Other Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION
EIN: 20-3450991

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GALLEON DIVERSIFIED	AT COST	0	277,658
HORSEMAN GLOBAL	AT COST	0	0
MAVERICK LEVERED FUND	AT COST	2,750,000	5,366,800
ARCHIPELAGO HOLDINGS LTD	AT COST	813,966	2,082,818
PLACER CREEK INVESTORS (BERMUDA) LTD	AT COST	2,867,817	3,419,367
GREENLIGHT CAPITAL OFFSHORE	AT COST	1,500,000	3,203,938
DORSET ENERGY FUND LTD	AT COST	1,000,000	2,142,801
BAY POND	AT COST	3,867,816	6,119,723
GALLEON TECHNOLOGY OFFSHORE	AT COST	0	51,970
WESTBROOK REAL ESTATE FUND LP	AT COST	0	17,032
TERREBONE PARTNERS LLC	AT COST	1,867,817	805,734
TIGER GLOBAL FUND LLC	AT COST	1,480,220	2,128,802
CASTLEROCK MANAGEMENT	AT COST	3,000,000	3,439,060
CVC INTERNATIONAL GROWTH LP	AT COST	2,345,293	2,575,531
PLATINUM EQUITY CAPITAL PARTNER	AT COST	5,000,890	5,961,708
KINETICS FUND	AT COST	2,000,000	1,286,520
MAPLE LEAF OFFSHORE	AT COST	1,000,000	869,160
BGBMD ENTERPRISES	AT COST	696,958	2,000,000
ITHAM CREEK	AT COST	1,235,906	1,463,050
ZWEIG-DIMENNA INT'L	AT COST	3,000,000	3,004,427
ALDEN GLOBAL DISTRESSED OPPORTUNITIES FUND	AT COST	4,000,000	6,402,005
ARGONAUT GLOBAL MACRO FUND LTD	AT COST	1,000,000	1,051,782
ARTIS PARTNERS 2X LTD.	AT COST	2,000,000	2,221,367
PFM HEALTHCARE OFFSHORE FUND LTD	AT COST	1,000,000	1,061,667
ALDEN GLOBAL VALUE	AT COST	3,000,000	3,210,251
ALDEN PARTNERS FUND	AT COST	1,000,000	971,000
THIRD POINT	AT COST	828,023	962,618
EQUINOX PARTNERS LP	AT COST	2,000,000	2,000,000

TY 2010 Land, Etc. Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	859,635	0	859,635	1,158,800

TY 2010 Other Assets Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COMMODITIES - PENSON	7,192,984	22,464,844	22,464,844

TY 2010 Other Expenses Schedule**Name:** BILL AND CAROL LATIMER CHARITABLE FOUNDATION**EIN:** 20-3450991

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & FEES	550	550		550
INVESTMENT EXPENSE	132,652	132,652		132,652
MISCELLANEOUS	602	602		602
SUPPLIES	529	529		529

TY 2010 Other Income Schedule**Name:** BILL AND CAROL LATIMER CHARITABLE FOUNDATION**EIN:** 20-3450991

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WESTBROOK REAL ESTATE FUND	-4,352	-4,352	-4,352
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP	17,299	17,299	17,299
STUDENT LOAN PAYMENTS	26,925	26,925	26,925
OTHER INCOME	4,950	4,950	4,950
PENSON SECTION 1256 CONTRACT LOSSES	27,406,860	27,406,860	27,406,860
ITAM CREEK PFIC	126,820	126,820	126,820
SCHOLARSHIPS	-5,500	-5,500	-5,500
ARCHIPELAGO PFIC	11,923	11,923	11,923
BAY POND PFIC	239,069	239,069	239,069
PLACER CREEK PFIC	239,069	239,069	239,069
TERREBONE PFIC	239,069	239,069	239,069
TIGER GLOBAL PFIC	1,250	1,250	1,250

TY 2010 Other Liabilities Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN BALANCE	44,911	0

TY 2010 Taxes Schedule**Name:** BILL AND CAROL LATIMER CHARITABLE FOUNDATION**EIN:** 20-3450991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	492,737	492,737		492,737
FOREIGN TAX PAID	22,265	22,265		22,265
REAL ESTATE TAXES	4,090	4,090		4,090

Additional Data

Software ID:
Software Version:
EIN: 20-3450991
Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
A	E-TRADE FINANCIAL - ACCOUNT #615-53816	P	2009-12-31	2010-06-25
B	E-TRADE FINANCIAL - ACCOUNT #615-53816	P	2010-03-08	2010-07-18
C	E-TRADE FINANCIAL - ACCOUNT #615-53816	P	2006-09-17	2010-07-07
D	SALE OF LAND	P	2006-12-31	2010-01-04
E	SALE OF HORSEMAN GLOBAL	P	2007-01-01	2010-01-20
F	GALLEON TECHNOLOGY OFFSHORE	P	2006-05-01	2010-03-19
G	GALLEON INTERNATIONAL FUND	P	2007-03-01	2010-05-17
H	WESTBROOK/TIGER REAL ESTATE	P	2006-01-01	2010-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A	247,498		261,308	-13,810
B	15,177			15,177
C	1,152,562		1,606,571	-454,009
D	150,000		80,100	69,900
E	1,304,764		1,000,000	304,764
F	181,487			181,487
G	53,048			53,048
H	60,050			60,050

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				-13,810
B				15,177
C				-454,009
D				69,900
E				304,764
F				181,487
G				53,048
H				60,050

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM LATIMER III	PRESIDENT 0 00	0	0	0
1312 HONEYSUCKLE DR UNION CITY,TN 38261				
CAROL LATIMER	SECRETARY 0 00	0	0	0
1312 HONEYSUCKLE DR UNION CITY,TN 38261				
JOHN WARNER JR	VICE PRESIDENT 0 00	0	0	0
308 W CHURCH ST UNION CITY,TN 38261				
MARK LAYNE	TRUSTEE 0 00	0	0	0
26 SECURITY DRIVE JACKSON,TN 38305				
JACK S HUDGENS	TRUSTEE 0 00	0	0	0
5127 S SHADY GROVE ROAD UNION CITY,TN 38261				
JIM GLASGOW	TRUSTEE 0 00	0	0	0
1072 WILDWOOD COVE UNION CITY,TN 38261				
AL OLIVER	TRUSTEE 0 00	0	0	0
2021 STONEWALL DRIVE UNION CITY,TN 38261				
JUDY BARKER	TRUSTEE 0 00	0	0	0
4326 HUBERT HARRIS ROAD UNION CITY,TN 38261				
JOHN HARNEY	TRUSTEE 0 00	0	0	0
6858 W GUM STREET MURFREESBORO,TN 37127				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STUDENT LOAN PROGRAM - BROOKE BEACHUM 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,500
STUDENT LOAN PROGRAM - JENNIFER BROOKS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,000
STUDENT LOAN PROGRAM - SHARIA ARMOUR 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,970
STUDENT LOAN PROGRAM - QUENTIN BROWN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,000
STUDENT LOAN PROGRAM - RACHAEL COLEMAN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,500
STUDENT LOAN PROGRAM - KC COVINGTON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - MARY ALEXIS CREWS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - SARAH GAMMON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	4,000
STUDENT LOAN PROGRAM - STEVEN GOSSETT 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - DARRIN HOWARD 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	4,000
STUDENT LOAN PROGRAM - CRIMSON INGRAM 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,500
STUDENT LOAN PROGRAM - JORDAN JONES 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - CHRISTOPHER KELLY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - CHELSEY MATHIS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - TRACY MAULDIN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,007
Total			3a	4,143,372


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STUDENT LOAN PROGRAM - BRANDON PHILIP MCGINNIS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,500
STUDENT LOAN PROGRAM - JANET L MORRIS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,300
STUDENT LOAN PROGRAM - EMEKA MOSES 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	5,400
STUDENT LOAN PROGRAM - SARAH OLDS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - KELSEY REED 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,000
STUDENT LOAN PROGRAM - JEFFREY REID 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - BETHANY TENNENT 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	10,569
STUDENT LOAN PROGRAM - KATELYN VETETO 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	900
ASBURY T SEMINARY 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	3,789,520
BOY SCOUT 55 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	1,000
BOYS AND GIRLS CLUB 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	10,000
CHRISTIAN ATHLETICS 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	20,933
CHRISTMAS CHILD 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	2,489
WYNNBURG BAPTIST 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	2,800
GRACE PLACE 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,000
Total ▶ 3a				4,143,372


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HABITAT FOR HUMANITY 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	39,467
OBION CO CANCER 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	5,000
CUMBERLAND PRESBYTERIAN MISSION 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	2,500
OBION CO LIBRAY 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	24,197
DAMASCUS MINISTRIES 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	3,175
SHILOH BAPTIST CHURCH 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	325
STUDENT LOAN PROGRAM - A JOEL BECKMAN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,400
STUDENT LOAN PROGRAM - ABREA GARWOOD 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - ADAM BATTLES 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	4,000
STUDENT LOAN PROGRAM - ADAM GIBSON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - ADAM MOON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - ALLISON JONES 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - ANDREW BERRY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - ANDREW WILSON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	4,000
STUDENT LOAN PROGRAM - ASHLEY BALDWIN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
Total  3a				4,143,372


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STUDENT LOAN PROGRAM - ASHLEY BURDETTE 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,500
STUDENT LOAN PROGRAM - BRANDI WALKER 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	550
STUDENT LOAN PROGRAM - BRANDON MARSHALL 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,500
STUDENT LOAN PROGRAM - BROOKE KANE 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - BROOKE LAWS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - BUDDY LEGENS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	6,000
STUDENT LOAN PROGRAM - CHERISH COOPER 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - CLAY ADAMS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,500
STUDENT LOAN PROGRAM - COREY ANNE YOUREE 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - CORY FERGUSON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,000
STUDENT LOAN PROGRAM - DANIEL TOMYN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,100
STUDENT LOAN PROGRAM - DELAINE CARY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - DENISE BELL 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,000
STUDENT LOAN PROGRAM - DEREK LEWIS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	4,000
STUDENT LOAN PROGRAM - DUCAN TROUT JR 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
Total  3a				4,143,372


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STUDENT LOAN PROGRAM - ELIZABETH BARNES 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - ELIZABETH OWEN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - GENTRY REEDY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - HEATHER BURDETTE 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,000
STUDENT LOAN PROGRAM - HEATHER DRAGG 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	5,000
STUDENT LOAN PROGRAM - HEATHER MORTON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - HEATHER SIMPSON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - JACOB CARR 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - JAMES ROBERT KELLY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - JASON PATE 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - JEFFREY ALEXANDER 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	6,000
STUDENT LOAN PROGRAM - JONATHON REYNA 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - JULIE GLASCOE 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	18,070
STUDENT LOAN PROGRAM - JULIE RAGSDALE 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	16,600
STUDENT LOAN PROGRAM - JUSTIN HATLER 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
Total  3a				4,143,372

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STUDENT LOAN PROGRAM - JUSTIN OWENS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,500
STUDENT LOAN PROGRAM - KATIE DONALDSON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - KELBY GALEY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - KEVIN ESPY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - LASTACIA EVANS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - LAUREN DOWDY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - LISA HELLMANN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	7,737
STUDENT LOAN PROGRAM - LUCAS LITTLETON 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,500
STUDENT LOAN PROGRAM - NANCY CALKINS 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,500
STUDENT LOAN PROGRAM - NATHAN BROWN 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,000
STUDENT LOAN PROGRAM - RACHAEL BALTHAZOR 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	7,059
STUDENT LOAN PROGRAM - SAMUEL AL-HAGAL 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,000
STUDENT LOAN PROGRAM - SCOTT SMYTH 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	10,718
STUDENT LOAN PROGRAM - SHAWN CHANDLER 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,000
SAMARITANS PURSE 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	2,500
Total  3a				4,143,372

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STUDENT LOAN PROGRAM - TAYLOR PERRYMAN 201 WEST MAIN ST UNION CITY, TN 38261			EDUCATIONAL	4,000
STUDENT LOAN PROGRAM - WHITLEY SOUTHERLAND 201 WEST MAIN ST UNION CITY, TN 38261			EDUCATIONAL	1,000
STUDENT LOAN PROGRAM - XAVIER ROBINSON 201 WEST MAIN ST UNION CITY, TN 38261			EDUCATIONAL	1,000
WEST JACKSON BAPTIST 201 WEST MAIN ST UNION CITY, TN 38261		501(C)3	RELIGIOUS	4,000
UNITED METHODIST WOMEN 201 WEST MAIN ST UNION CITY, TN 38261		501(C)3	RELIGIOUS	900
UNITED METHODIST WOMEN SARASOTA 201 WEST MAIN ST UNION CITY, TN 38261		501(C)3	RELIGIOUS	1,186
YOUNG LIFE 201 WEST MAIN ST UNION CITY, TN 38261		501(C)3	EDUCATIONAL	1,000
CHRISTIAN FELLOWSHIP CHURCH 201 WEST MAIN ST UNION CITY, TN 38261		501(C)3	RELIGIOUS	5,000
Total.  3a				4,143,372