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Return of Private Foundation

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

Treated as a Private Foundation

2010

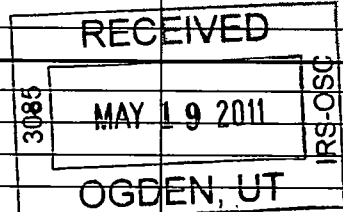
Department of the Treasury
Internal Revenue Service**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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 ADAMS FAMILY FOUNDATION II		A Employer identification number 62-1515108
Number and street (or P O box number if mail is not delivered to street address) 801 MOORELAND LANE	Room/suite	B Telephone number (see the instructions)
City or town, state, and ZIP code MURFREESBORO TN 37128		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,711,932.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instr.))		(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)	832,219.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temp. cash investments	10,839.	10,839.		
	4 Dividends and interest from securities	587,173.	587,173.		
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	4,219.	4,219.			
12 Total. Add lines 1 through 11	1,434,450.	602,231.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	694.	694.		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	20.	20.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach sch.) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	64.	64.		64.
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	778.	778.		64.
	25 Contributions, gifts, grants paid	832,219.			832,219.
26 Total exp. & disbursements. Add lines 24 and 25	832,997.	778.		832,283.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	601,453.				
b Net investment income (if neg., enter -0-)		601,453.			
c Adjusted net income (if neg., enter -0-)					



For Paperwork Reduction Act Notice, see the instructions.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,487,854.	652,905.	652,905.
	3 Accounts receivable			
	Less: allowance for doubtful accts.			
	4 Pledges receivable			
	Less: allowance for doubtful accts.			
	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 schedule)			
	Less: allowance for doubtful accounts	60.		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state gov't. obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	6,586,872.	7,178,324.	14,998,988.
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis	60,039.	
Less: accumulated depreciation (attach schedule)		60,039.	60,039.	60,039.
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
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 the instructions. Also, see page 1, item I)		8,134,825.	7,891,268.	15,711,932.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	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, ck. 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	8,134,825.	7,891,268.		
30 Total net assets or fund balances (see the instructions)	8,134,825.	7,891,268.		
31 Total liabilities and net assets/fund balances (see the instructions)	8,134,825.	7,891,268.		

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	8,134,825.
2 Enter amount from Part I, line 27a	2	(230,766.)
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	7,904,059.
5 Decreases not included in line 2 (itemize)	5	12,791.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,891,268.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	
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	

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 beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	334,936.	11,963,681.	0.0280
2008	605,613.	10,988,794.	0.0551
2007	616,382.	12,573,042.	0.0490
2006	66,238.	10,293,552.	0.0064
2005	118,569.	7,988,660.	0.0148

2 Total of line 1, column (d)	2	0.1533
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	0.0307
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	14,551,868.
5 Multiply line 4 by line 3	5	446,742.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,015.
7 Add lines 5 and 6	7	452,757.
8 Enter qualifying distributions from Part XII, line 4. 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.	8	832,283.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> & enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,015.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	6,015.
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	6,015.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
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		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		6,015.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> TN		
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV in instructions)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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) 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? Website address ▶	13	X	
14	The books are in care of ▶ <u>W ANDREW ADAMS</u> Telephone no. ▶ <u>615-848-2638</u> Located at ▶ <u>801 MOORELAND LANE</u> <u>TN MURFREESBORO</u> ZIP+4 ▶ <u>37128-</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 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?☐ Yes ☐ No

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

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

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

6b

X

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****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 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 comp.	(e) Expense account, other allowances
W ANDREW ADAMS 801 MOORELAND	TRUSTEES	0		
DOROTHY ADAMS 1502 ANATOLE CT	TRUSTEE	0		
ANTHOHY A ADAMS 802 MOORELAND	TRUSTEE	0		
ANDREW ADAMS KEVIN DRIVE	TRUSTEE	0		

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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 13,403,793.
b	Average of monthly cash balances	1b 1,309,638.
c	Fair market value of all other assets (see the instructions)	1c 60,039.
d	Total (add lines 1a, b, and c)	1d 14,773,470.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 14,773,470.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see the instructions)	4 221,602.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 14,551,868.
6	Minimum investment return. Enter 5% of line 5	6 727,593.

Part XI Distributable Amount (see 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	1 727,593.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 6,015.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 6,015.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 721,578.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 721,578.
6	Deduction from distributable amount (see the instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 721,578.

Part XII Qualifying Distributions (see 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 832,283.
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	4 832,283.
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 the instructions)	5 6,015.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 826,268.

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

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Part XIII Undistributed Income (see the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				721,578.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior yrs.: 20 __, 20 __, 20 __				
3 Excess distrib. carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007	12,767.			
d From 2008	62,336.			
e From 2009				
f Total of lines 3a through e	75,103.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 832,283 .				
a Applied to 2009, but not more than line 2a .				
b Applied to undistributed income of prior years (Election required - see the instr.)				
c Treated as distributions out of corpus (Election required - see the instructions)				
d Applied to 2010 distributable amount . . .				721,578.
e Remaining amt distributed out of corpus .	110,705.			
5 Excess distrib. carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in col. (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5	185,808.			
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 the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see 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 the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a .	185,808.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	12,767.			
c Excess from 2008	62,336.			
d Excess from 2009				
e Excess from 2010	110,705.			

Part XIV Private Operating Foundations (see 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 foundation is a private operating foundation described in section		4942(j)(3) or		4942(j)(5)	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 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 foundation had \$5,000 or more in assets at any time during the year - see 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).)

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 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

W ANDREW ADAMS 615-848-0171 801 MOORELAND MURFREESBORO TN 37130

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

AN OPEN LETTER WITH A REQUEST

c Any submission deadlines:

NONE

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

PRIMARY TENNESSEE SECONDARY SOUTHEAST

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					
NO BLVD	37130-	NONE	NON PR	GENERAL FUND	19,250.
SHILOH	10002	NONE	NON PR	GENERAL FUND	100,000.
LIPSCOMB	37204	NONE	NON PR	GENERAL FUND	200,000.
CHARITY	37129	NONE	NON PR	GENERAL FUND	200.
MTCS	37129	NONE	NON PR	GENERAL FUND	9,607.
MTMC	37128	NONE	NON PR	GENERAL FUND	100,000
LADIES O	37129	NONE	NON PR	GENERAL FUND	153.
AGAPE	37214	NONE	NON PR	GENERAL FUND	5,000.
HAITI FU	75254	NONE	NON PR	GENERAL FUND	10,000.
FCA	37129	NONE	NON PR	GENERAL FUND	45,000.
OAKLAND	37130	NONE	NON PR	GENERAL FUND	425.
SPECIAL	37130	NONE	NON PR	GENERAL FUND	3,000.
MT CHORA	37130	NONE	NON PR	GENERAL FUND	1,000.
MTSU STA	37132	NONE	NON PR	GENERAL FUND	123,000.
CYSTIC F	20814	NONE	NON PR	GENERAL FUND	5,000.
ST LUKE	37209	NONE	NON PR	GENERAL FUND	1,000.
BETHANY	37920	NONE	NON PR	GENERAL FUND	1,000.
BEESLEY	37128	NONE	NON PR	GENERAL FUND	100.
PROJECT	37132	NONE	NON PR	GENERAL FUND	500.
HOPE CLI	37128	NONE	NON PR	GENERAL FUND	500.
SYMPHONY	37130	NONE	NON PR	GENERAL FUND	5,284.
TENN FOU	37129	NONE	NON PR	GENERAL FUND	2,000.
GIRL SCO	37130	NONE	NON PR	GENERAL FUND	10,000.
WESTSIDE	37190	NONE	NON PR	GENERAL FUND	12,000.
ALZHEIME	37129	NONE	NON PR	GENERAL FUND	3,000.
BOY SCOU	37129	NONE	NON PR	GENERAL FUND	5,000.
FEED AME	37069	NONE	NON PR	GENERAL FUND	5,000.
MAKE A W	37130	NONE	NON PR	GENERAL FUND	200.
TROOP SU	77573	NONE	NON PR	GENERAL FUND	50,000.
MARY MEA	07003	NONE	NON PR	GENERAL FUND	50,000.
WORLD OU	37128	NONE	NON PR	GENERAL FUND	10,000.
FRIENDS	02110	NONE	NON PR	GENERAL FUND	50,000.
Total					832,219.
b Approved for future payment					
Total					3b

Schedule of Contributors

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

OMB No. 1545-0047

2010

Name of the organization

ADAMS FAMILY FOUNDATION II

Employer identification number

62-1515108

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or Form 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or Form 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 Form 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 do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on 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)

...and otherwise...
...and homestead are...
...expressly waived in...
...Deed of Trust, and...
...the title is be...
...to be good...
...the undersigned...
...sell and convey...
...only as Substituted...
...Trustee...
...The right is reserved...
...to adjourn the day of...
...the sale to another...
...day, time and place...
...without further...
...publication...
...such announcement...
...the time and...
...place for the sale set...
...forth above...
...If the highest bidder...
...cannot pay the bid...
...within twenty-four...
...hours of the...
...sale the next high...
...est bidder, at their...
...highest bid will be...
...deemed the suc...
...cessful bidder...
...This property is be...
...ing sold with the ex...
...press reservation...
...that the sale is sub...
...ject to confirmation...
...by the lender or...
...trustee. This sale...
...may be rescinded at...
...any time...
...This office is a debt...
...collector. This is an...
...attempt to collect al...
...debt and any infor...
...mation obtained will...
...be used for that pur...
...pose...
...Shapiro & Kirsch, LLP...
...Substitute...
...Trustee...
...Kirsch attorney...
...from...
...Law Office of Sha...
...piro & Kirsch, LLP...
...555 Perkins Road Ex...
...tended...
...Second...
...Floor...
...Memphis TN 38117...
...Phone (901)767-5566...
...Fax (501)761-5690...
...File No 10-011981...
...0101396730-01...
...Ad No 0101396081...
...SUBSTITUTE...
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...tion will be on Tues...
...day, March 15 2011...
...at 02:00 PM prevail...
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...County Tennessee...
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...Ready to be sold un...
...der the provisions of...
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...cuted by...
...Dixon, III and W...
...Ronda K Dixon...
...Grantors is located...
...in Putnerford Coun...
...ty, Tennessee and...
...designated as...
...Being all or Lot No...
...150 on the Final Plat...
...Phase I, Potts Cross...
...ing Arner Subdivi...
...sion as is of record in...
...Plat Book 22 Page...
...15. Register's Of...
...fice for Rutherford...
...County, Tennessee...
...to which plat refer...
...ence is hereby made...
...for a more detailed...
...description...
...The United States In...
...ternal Revenue Serv...
...ice has filed liens on...
...all property belong...
...ing to Nelson and...
...Ronda K Dixon, III...
...as follows Serial...
...Number 592317110...
...recorded in Book...
...

...assistance from the...
...Rural Utilities Serv...
...ice, an agency of the...
...U.S. Department of...
...Agriculture, and is...
...subject to the provi...
...sions of Title VI of...
...the Civil Rights Act...
...of 1964, as amended...
...Section 504 of the...
...Rehabilitation Act of...
...1975, as amended...
...and the rules and...
...regulations of the...
...U.S. Department of...
...Agriculture which...
...provide that no per...
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...and regulations list...
...ed above from...
...and/or file a writ...
...ten complaint with...
...this organization, or...
...USDA, Director, Of...
...fice of Civil Rights...
...Room 326-W, Whit...
...ten Building, 1400...
...Independence Avenue...
...S.W., Washington...
...DC 20250-9410, or...
...call (202) 720-5964...
...(voice or TDD) Com...
...plaints must be filed...
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...Ad No 0101399547...
...PUBLIC NOTICE...
...Adams Family Foun...
...dation, II Annual Re...
...turn for 2010 is...
...available for inspec...
...tion from June 1...
...through September...
...30, 2011 between the...
...hours of 8:00 a.m...
...and 5:00 p.m. Mon...
...day through Friday...
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AT ALL FOUR...
IN MURFREESBORO

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Also, SO Dep...
at Some Co...
1) Bedroom

US 990PF**Grants and Contributions Paid During the Year****2010**

Recipient name and address		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
CENTER F	37130-	NONE	NON PR	GENERAL FUND	2,500.
CHILDREN	37130	NONE	NON PR	GENERAL FUND	2,500.
					5,000.