Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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

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: McWherter Charitable Foundation

A Employer identification number: 62-1657841

Number and street (or P O box number if mail is not delivered to street address): P O Box 30 | Room/suite:

B Telephone number (see page 10 of the instructions): (615) 760-2376

City or town, state, and ZIP code: Dresden TN 38225

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)* ▶ $ 786,835

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)				
	2 Check ▶☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3	3		
	4 Dividends and interest from securities	19,261	19,261		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	8,254			
	b Gross sales price for all assets on line 6a 82,818				
	7 Capital gain net income (from Part IV, line 2)		8,253		
	8 Net short-term capital gain			3,165	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	2,952	0	0	
	12 **Total.** Add lines 1 through 11	30,470	27,517	3,165	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,000			3,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	5,635	0	0	5,635
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	3,646	3,646	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	378	378	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	828	0	0	0
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,487	4,024	0	8,635
	25 Contributions, gifts, grants paid	24,300			24,300
	26 **Total expenses and disbursements** Add lines 24 and 25	37,787	4,024	0	32,935
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-7,317			
	b **Net investment income** (if negative, enter -0-)		23,493		
	c **Adjusted net income** (if negative, enter -0-)			3,165	

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Part II Balance Sheets

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,101	4,471	4,471
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	690,669	683,177	779,364
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	1,195	3,000	3,000
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	697,965	690,648	786,835
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	697,965	690,648	
	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)	697,965	690,648	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	697,965	690,648	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	697,965
2	Enter amount from Part I, line 27a	2	-7,317
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	690,648
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	690,648

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 attached schedule			
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	0	0	0	8,253
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

	(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	0	0	0	8,253
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	8,253
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	3,165

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	41,649	660,745	0 063033
2008	90,497	863,096	0 104852
2007	53,563	1,038,424	0.051581
2006	55,709	987,601	0 056408
2005	52,278	952,624	0 054878

2 **Total** of line 1, column (d)	2	0 330752
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 066150
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	725,536
5 Multiply line 4 by line 3	5	47,994
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	234
7 Add lines 5 and 6	7	48,228
8 Enter qualifying distributions from Part XII, line 4	8	29,935

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 VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	470
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	470
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	470
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 3,000		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,530
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 2,530 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Medelyn B Pritchett Telephone no ▶ (734) 364-2130

Located at ▶ P O Box 30 Dresden TN ZIP+4 ▶ 38225

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

		Line	Yes	No
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		X
	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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
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 22 of the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
Ned R McWherter P O Box 30 Dresden TN 38225	President As needed	0	0	0
Michael R McWherter P O Box 30 Dresden TN 38225	Vice President As needed	0	0	0
Madelyn B Pritchett P O Box 30 Dresden TN 38225	Secretary As needed	3,000	0	0
	00	0	0	0

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 ▶

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		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

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 The foundation makes grants to other organizations for charitable purposes Accordingly, it is a non-operating or grant making foundation Attached is a schedule of recipients	
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	0
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	733,585
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	3,000
d	**Total** (add lines 1a, b, and c)	1d	736,585
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	736,585
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	11,049
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	725,536
6	**Minimum investment return.** Enter 5% of line 5	6	36,277

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	36,277
2a	Tax on investment income for 2010 from Part VI, line 5	2a	470		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	470
3	Distributable amount before adjustments Subtract line 2c from line 1			3	35,807
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	35,807
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	35,807

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	32,935
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 .	4	32,935
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,935

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					35,807
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0	
b Total for prior years 20____, 20____, 20____			0		
3 Excess distributions carryover, if any, to 2010					
a From 2005	5,182				
b From 2006	7,389				
c From 2007	1,690				
d From 2008	48,291				
e From 2009	8,979				
f **Total** of lines 3a through e		71,531			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 32,935					
a Applied to 2009, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d Applied to 2010 distributable amount					32,935
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*		2,872			2,872
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		68,659			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
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)		2,310			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		66,349			
10 Analysis of line 9					
a Excess from 2006	7,389				
b Excess from 2007	1,690				
c Excess from 2008	48,291				
d Excess from 2009	8,979				
e Excess from 2010	0				

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

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 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))

Ned R McWherter

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached schedule				24,300
Total			► 3a	24,300
b *Approved for future payment*				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					3
4 Dividends and interest from securities					19,261
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				0	8,254
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Refund		0		0	2,952
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		0	30,470

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 30,470

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
3,4,8	Investment and other income allowed the foundation to make grants without reducing its investable assets

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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: Mike R McWherter — Date: 11/11/11 — Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
David Bate Parsons		11/10/2011	☒	P0018929

Firm's name ▶ Baker, Campbell & Parsons — Firm's EIN ▶ 62-1112958

Firm's address ▶ 200 4th Ave N , Ste 1000, Nashville, TN 37219 — Phone no (615) 760-2376

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Grants And Contributions Paid During The Year
Part XV, Line 3a

Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Minnie Pearl Foundation 310 25th Avenue North, Suite 103 Nashville, TN 37213	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
Relay For Life 2935 U.S. Highway 45 Bypass Jackson, TN 38305	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
W. G. Rea/Henry County Library 400 West Washington Street Paris, TN 38242	N/A	I.R.C §501(c)(3)	For its General Purposes	$400
Dixie 2010 Main Street Huntingdon, TN 38343	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Tennessee Trucking Foundation 4017 Hillsboro Pike, Suite 402 Nashville, TN 37215	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000
Cottage Grove School P.O. Box 14 Cottage Grove, TN 38224	N/A	I.R.C §501(c)(3)	For its General Purposes	$200
Dresden High School 7150 Highway 22 Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$200
Dresden High School DECA Club 7150 Highway 22 Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$200

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Dresden Middle School 759 Linden Street, Suite B Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$200
Carl Perkins Center P.O. Box 552 Martin, TN 38237	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
Weakley County/NRM Library 341 Linden Street Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$800
Vanderbilt-Ingram Cancer Center 2525 West End Avenue, Suite 450 Nashville, TN 37203	N/A	I.R.C §501(c)(3)	For its General Purposes	$500

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Saint Edward Catholic Church 188 Thompson Lane Nashville, TN 37211	Church	I.R.C §501(c)(3)	For its General Purposes	$300
The Arthritis Foundation P.O. Box 363 Brentwood, TN 37024	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000
Joe Kraft Humanitarian Award 3833 Cleghorn Avenue, Suite 400 Nashville, TN 37215	N/A	I.R.C §501(c)(3)	For its General Purposes	$300
C.E. Weldon Public Library 100 Main Street Martin, TN 38237	N/A	I.R.C §501(c)(3)	For its General Purposes	$300

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Gleason Memorial Library 107 Richie Street Gleason, TN 38229	N/A	I.R.C §501(c)(3)	For its General Purposes	$300
Sharon Public Library 133 East Main Street Sharon, TN 38255	N/A	I.R.C §501(c)(3)	For its General Purposes	$300
CDS P.O. Box 318 Martin, TN 38237	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
Open Eyes Foundation 4100 Coca-Cola Plaza Charlotte, NC 28211	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Circle Society Of The Country Music Hall 222 Fifth Avenue South, Mail Drop O Nashville, TN 37203	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000
Nathan Porter Public Library 228 North Front Street Greenfield, TN 38230	N/A	I.R.C §501(c)(3)	For its General Purposes	$300
University of Memphis - McWherter Library 126 Ned R. McWherter Library Memphis, TN 38152	N/A	I.R.C §501(c)(3)	For its General Purposes	$400
Lucille McWherter Senior Citizen Center 1355 Estate Memphis, TN 38119	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
The David Johnson Chorus P.O. Box 685 Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
St. Jude Children's Hospital P.O. Box 509 Memphis, TN 38101	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
United Way Of Weakley County 106 Church Street Jackson, TN 38302	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
Weakley County Habitat For Humanity 106 N. Poplar Street Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$500

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
The Carter Center One Copenhill Atlanta, GA 30307	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
We Care Ministries McCombs Street Martin, TN 38237	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
Santa's Helpers 498 Evergreen Street Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000
Dresden Elks/Children's Christmas P.O. Box 70 Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$200

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Dresden Cumberland Presbyterian Church P.O. Box 198 Dresden, TN 38225	Church	I.R.C §501(c)(3)	For its General Purposes	$300
Dresden First Baptist Church 490 Morrow Street Dresden, TN 38225	Church	I.R.C §501(c)(3)	For its General Purposes	$300
The University School Of Jackson 232 McClellan Road Jackson, TN 38301	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000
Education Edge/Weakley County 8379 Highway 22, Suite A Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$100

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Nashville School Of Law 2934 Sidco Drive Nashville TN 37204	N/A	I.R.C §501(c)(3)	For its General Purposes	$200
Weakley County Tennessee Scholars Program 8913 Highway 22, Suite A Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$100
Lucille McWherter Scholarship Fund UT Martin Martin, TN 38238	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,500
University of Tennessee at Martin/Rodeo Team UTM Administration Building Martin, TN 38238	N/A	I.R.C §501(c)(3)	For its General Purposes	$500

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Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
University of Tennessee at Martin/Agriculture UTM Administration Building Martin, TN 38237	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
University of Tennessee at Martin/Athletic Dept. UTM Administration Building Martin, TN 38237	N/A	I.R.C §501(c)(3)	For its General Purposes	$500
Ore Springs/ Como Volunteer Fire Dept. 125 Doxtader Road Paris, TN 38242	N/A	I.R.C §501(c)(3)	For its General Purposes	$200
Latham Dukedom Volunteer Fire Dept. P.O. Box 11 Dukedom, TN 38226	N/A	I.R.C §501(c)(3)	For its General Purposes	$200

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Part XV, Line 3a

Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Sidonia Volunteer Fire Dept. 562 Gaylord Road Sharon, TN 38255	N/A	I.R.C §501(c)(3)	For its General Purposes	$200
Palmersville Volunteer Fire Dept. 6303 Palmersville Highway 89 Palmersville, TN 38241	N/A	I.R.C §501(c)(3)	For its General Purposes	$200
Weakley County Rescue Squad P.O. Box 633 Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$300
Paris Landing Fire Department P.O. Box 55 Buchanan, TN 38222	N/A	I.R.C §501(c)(3)	For its General Purposes	$200

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Grants And Contributions Paid During The Year
Part XV, Line 3a

Name And Address	Information Concerning Individual Recipients	Status Of Recipient	Purpose Of Grant Or Contribution	Amount
Dresden Masonic Lodge #90 119 Scholl Street Dresden, TN 38225	N/A	I.R.C §501(c)(3)	For its General Purposes	$100
WLJT-TV P.O. Box 966 Martin, TN 38237	N/A	I.R.C §501(c)(3)	For its General Purposes	$1,000
Total				$24,300

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Minimum Investment Return, Part X
Average Monthly Fair Market Value Of Securities

Month	Value At End Of Each Month
January	$712,165
February	728,182
March	760,526
April	763,732
May	709,189
June	681,451
July	720,923
August	689,662
September	743,625
October	763,171
November	746,555
December	783,835
Total	$8,803,016
Average Monthly Fair Market Value	$733,585

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Attachment To
Part IV- Capital Gains and Losses for Tax
On Investment Income

Description of Property Sold	Shares	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain or Loss
AT&T Inc.	300	P	Various	02/05/10	$7,527.26	$7,770.00	($242.74)
Air Prods & Chems Inc.	100	P	03/20/08	03/16/10	7,468.74	8,931.46	(1,462.72)
Best Buy Inc.	225	P	08/19/09	11/22/10	10,055.09	8,048.07	2,007.02
Caterpillar Inc.	50	P	02/05/10	11/22/10	4,190.06	2,590.66	1,599.40
Citrix System Inc.	235	P	08/12/08	02/09/10	10,137.18	7,527.54	2,609.64
Darden Restaurants Inc.	250	P	05/12/08	03/24/10	11,184.48	9,240.08	1,944.40
Devon Energy Corp.	125	P	03/20/08	11/22/10	9,012.35	11,915.35	(2,903.00)
Walt Disney Co.	100	P	01/18/06	11/22/10	3,681.20	2,492.58	1,188.62
Eaton Corp.	25	P	06/13/08	11/22/10	2,429.16	2,401.17	27.99
Frontier Communications Corp.	0.611	P	08/12/04	07/05/10	4.55	5.94	(1.39)
Frontier Communications Corp.	63	P	Various	08/24/10	476.27	586.16	(109.89)
Juniper Networks Inc.	75	P	08/19/09	11/22/10	2,580.72	1,786.50	794.22
Thermo Fisher Scientific Inc.	25	P	10/08/08	11/22/10	1,284.47	1,201.17	83.30
Tiffany & Co.	50	P	05/08/08	11/22/10	2,956.44	2,129.79	826.65
XTO Energy Corp.	200	P	08/19/09	01/08/10	9,503.74	7,938.00	1,565.74
Enron Corporation	0	P	Various	01/04/10	267.94	0.00	267.94
AOL Time Warner Inc.	0	P	Various	01/12/10	13.22	0.00	13.22
Tyco International	0	P	Various	09/09/10	45.48	0.00	45.48
Totals					$82,818.35	$74,564.47	$8,253.88

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Investment In Securities
Part II, Line 10b, Columns (b) And (c)

Stocks and Mutual Funds	Shares	Book Value	Fair Market Value
Abbott Labs	175	7,021	8,384
Allergan, Inc.	140	7,570	9,614
American Express Co.	200	6,296	8,584
Apache Corportation	85	9,062	10,135
Auto Desk Inc.	225	7,837	8,595
Bank Of America Corp.	500	7,815	6,670
CVS/Caremark Corporation	225	7,693	7,823
Caterpillar Inc.	100	5,181	9,366
Chevron Corp.	115	5,903	10,494
Cisco Systems Inc.	375	5,489	7,586
Disney Walt Co.	200	4,985	7,502
Dodge & Cox Income Fund	14,543	183,245	192,407
Eaton Corp.	100	9,605	10,151
Exelon Corp.	150	5,414	6,246
Exxon Mobil Corp.	115	3,075	8,409
Goldman Sachs Group Inc.	50	8,924	8,408
Halliburton Co.	300	13,024	12,249
Hess Corporation	150	8,829	11,481
Intel Corp.	400	8,400	8,412
Ishares MSCI Emerging Markets	375	15,801	17,866
Ishares MSCI Eafe Index Fund	725	49,792	42,210
Ishares S&P MidCap 400	475	30,182	43,078
Ishares S&P SmallCap 600 Index Fund	625	30,438	42,794
J P Morgan Chase & Co.	175	4,797	7,424
Johnson & Johnson	125	6,031	7,731
Juniper Networks Inc.	250	5,955	9,230
McGraw Hill Inc.	250	8,513	9,103
Merck & Co. Inc. New	250	8,910	9,010
Microsoft Corp.	325	8,806	9,071
Monsanto Co. New	100	7,306	6,964
Nextera Energy Inc.	150	7,828	7,799

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Investment In Securities
Part II, Line 10b, Columns (b) And (c)

Stocks and Mutual Funds	Shares	Book Value	Fair Market Value
Norfolk Southern Corp.	175	10,860	10,994
Oracle Corporation	350	5,130	10,955
Pepsico Inc.	125	8,897	8,166
Phillip Morris International, Inc.	165	7,509	9,657
Proctor & Gamble Co.	150	8,067	9,650
Prudential Financial Inc.	175	7,975	10,274
Qualcomm Inc.	175	7,901	8,661
Robert Half International Inc.	300	7,103	9,180
Schlumberger Ltd.	150	7,839	12,525
Staples Inc.	375	8,848	8,539
State Street Corp.	200	8,369	9,268
Stryker Corp.	175	6,991	9,398
Teva Pharmaceutical Inds.	150	7,710	7,820
Thermo Fisher Scientific Inc.	200	9,609	11,072
3M Co.	110	9,273	9,493
Tiffany & Co.	150	6,389	9,341
Travelers Companies Inc.	150	6,683	8,357
United Technologies Corp.	135	7,011	10,627
Verizon Communications	265	8,956	9,482
Visa Inc. - Class A	90	8,302	6,334
Walmart Stores Inc.	150	7,693	8,090
Walgreen Co.	250	7,705	9,740
Transocean Ltd.	100	8,630	6,951
Adjustment For Rounding		0	-6
Total		$683,177	$779,364

Ned R. McWherter Charitable Foundation, Inc.
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Other Assets
Part II, Line 15

Description	Beginning Of Year Book Value	End Of Year Book Value	End Of Year Fair Market Value
Prepaid Federal Excise Taxes	$1,195	$3,000	$3,000

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Other Income
Part I, Line 11, Column (a)

Description	Amount
Federal excise tax refund	$2,952

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Detail Of Legal Fees Paid
Part I, Line 16 (a), Column (a)

Name Of Provider	Amount
Baker, Campbell & Parsons 200 Fourth Avenue North, Suite 1000 Nashville, Tennessee 37219	$5,635

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Detail Of Professional Fees Paid
Part I, Line 16 (c), Column (a)

Name Of Provider	Type Of Service	Amount
Regions Bank 400 AmSouth Center Nashville, Tennessee 37237	Investment And Custodial Services	$3,646

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Taxes
Part I, Line 18, Column (a)

Description	Amount
Federal excise taxes on investment income	$367
Foreign income taxes on investment income	11
Total	$378

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Other Expense
Part I, Line 23, Column (a)

Description	Amount
Miscellaneous	$827