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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

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

ESTELLE, ABE & MARJORIE SANDERS TN FD
 REGIONS BANK: P.O. BOX 680
 HUNTSVILLE, AL 35804

A Employer identification number

63-6190924

B Telephone number (see the instructions)

256-535-0370

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, column (c), line 16)

▶ \$ 958,808.

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 the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**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 and allowances**b** Less: Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12** Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 1**c** Other prof fees (attach sch) SEE ST 2**17** Interest**18** Taxes (attach schedule X see instr) SEE STM 3**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid PART XV**26** Total expenses and disbursements. Add lines 24 and 25**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements.**b** Net investment income (if negative, enter -0-)**c** Adjusted net income (if negative, enter -0-)

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ADMINISTRATIVE EXPENSES
 3099
 MAY 23 2011

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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)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		7,767.	11,254.	11,254.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)		934,732.	910,172.	947,554.
	b	Investments — corporate stock (attach schedule)				
	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)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		942,499.	921,426.	958,808.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET FUND ASSETS OR	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		942,499.	921,426.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		942,499.	921,426.	
	31	Total liabilities and net assets/fund balances (see the instructions)		942,499.	921,426.	

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	942,499.
2	Enter amount from Part I, line 27a	2	-21,073.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	921,426.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	921,426.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 5				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	7,971.
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	91.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	48,493.	934,761.	0.051877
2008	51,219.	975,272.	0.052518
2007	51,000.	1,040,290.	0.049025
2006	52,263.	1,086,144.	0.048118
2005	55,907.	1,088,334.	0.051369

2 Total of line 1, column (d)	2	0.252907
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	0.050581
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	917,984.
5 Multiply line 4 by line 3	5	46,433.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	281.
7 Add lines 5 and 6	7	46,714.
8 Enter qualifying distributions from Part XII, line 4	8	48,200.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		1	281.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
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	281.
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	281.
6 Credits/Payments			
a 2010 estimated tax pmts 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		0.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		281.
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	11		
Refunded			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation.</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		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)	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 <u>N/A</u>	13	X	
14	The books are in care of <u>REGIONS BANK; TRUST DEPT.</u> Telephone no <u>256-535-0370</u> Located at <u>HUNTSVILLE, AL</u> ZIP + 4 <u>35804</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 <u>15</u>		N/A	N/A
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	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.

1 a	During the year did the foundation (either directly or indirectly):		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No	
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No	
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A	
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?	1 c		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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes	☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions)	2 b	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>			
3 a	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)	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b

X

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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		1,000.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	922,452.
b Average of monthly cash balances	1b	9,511.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	931,963.
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	931,963.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	13,979.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	917,984.
6 Minimum investment return. Enter 5% of line 5	6	45,899.

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

1 Minimum investment return from Part X, line 6		1	45,899.
2a Tax on investment income for 2010 from Part VI, line 5	2a	281.	
b Income tax for 2010. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		281.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		45,618.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		45,618.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		45,618.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	48,200.
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	48,200.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	281.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	47,919.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				45,618.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only.			46,272.	
b Total for prior years: 20__, 20__, 20__		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 48,200.				
a Applied to 2009, but not more than line 2a			46,272.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				1,928.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				43,690.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
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				

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Form 990-PF (2010)

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)				
<i>a Paid during the year</i> SEE STATEMENT 8				
Total			3a	48,200.
<i>b Approved for future payment</i>				
Total			3b	

Part.XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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					
4	Dividends and interest from securities					34,529.
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					7,971.
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)					42,500.
13	Total. Add line 12, columns (b), (d), and (e)					42,500

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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CLIENT SANDERS

ESTELLE, ABE & MARJORIE SANDERS TN FD

63-6190924

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX SERVICE	\$ 1,055.	\$ 1,055.		
TOTAL	<u>\$ 1,055.</u>	<u>\$ 1,055.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	\$ 11,976.	\$ 11,976.		
TOTAL	<u>\$ 11,976.</u>	<u>\$ 11,976.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 42.	\$ 42.		
INCOME TAXES PAID	56.	56.		
TOTAL	<u>\$ 98.</u>	<u>\$ 98.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	\$ 1,100.	\$ 1,100.		
POST OFFICE BOX RENTAL	144.	144.		
TOTAL	<u>\$ 1,244.</u>	<u>\$ 1,244.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	ABBOTT LABS	PURCHASED	VARIOUS	4/20/2010
2	BB & T CORPORATION	PURCHASED	VARIOUS	8/12/2010
3	BP CAPITAL MARKETS PLC	PURCHASED	VARIOUS	10/01/2010
4	BARCLAYS BANK PLC	PURCHASED	VARIOUS	8/12/2010
5	BLACKROCK INC	PURCHASED	VARIOUS	5/06/2010
6	CSX CORP	PURCHASED	VARIOUS	VARIOUS
7	CA INC	PURCHASED	VARIOUS	8/12/2010
8	CITIGROUP INC	PURCHASED	VARIOUS	VARIOUS
9	DUKE ENERGY	PURCHASED	VARIOUS	2/12/2010
10	FEDERAL HOME LOAN MTG CORP POOL	PURCHASED	VARIOUS	VARIOUS
11	FEDERAL HOME LOAN MTG CORP POOL	PURCHASED	VARIOUS	VARIOUS
12	FEDERAL HOME LOAN MTG CORP POOL	PURCHASED	VARIOUS	VARIOUS
13	FEDERAL NATIONAL MORT ASSN POOL	PURCHASED	VARIOUS	VARIOUS
14	FEDERAL NATIONAL MORTGAGE ASSN POOL	PURCHASED	VARIOUS	VARIOUS
15	FEDERAL NATIONAL MORT ASSN POOL	PURCHASED	VARIOUS	VARIOUS
16	FEDERAL NATIONAL MORT ASSN POOL	PURCHASED	VARIOUS	VARIOUS
17	GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	8/12/2010
18	GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	2/12/2010
19	HSBC FINANCE CORP	PURCHASED	VARIOUS	2/12/2010
20	HESS CORPORATION	PURCHASED	VARIOUS	VARIOUS
21	KELLOGG CO	PURCHASED	VARIOUS	2/10/2010
22	KRAFT FOODS INC	PURCHASED	VARIOUS	VARIOUS
23	MERCK & CO INC	PURCHASED	VARIOUS	11/08/2010
24	MERRILL LYNCH & CO	PURCHASED	VARIOUS	2/12/2010
25	MICROSOFT CORP	PURCHASED	VARIOUS	12/02/2010
26	MORGAN STANLEY	PURCHASED	VARIOUS	5/06/2010
27	PETROBRAS INTL FIN CO	PURCHASED	VARIOUS	8/12/2010
28	TALISMAN ENERGY INC	PURCHASED	VARIOUS	8/12/2010
29	TIME WARNER CABLE	PURCHASED	VARIOUS	VARIOUS
30	UNITED STATES TREASURY INFLATION INDEX	PURCHASED	VARIOUS	VARIOUS
31	UNITED STATES TREASURY N/B	PURCHASED	VARIOUS	VARIOUS
32	UNITED STATES TREASURY N/B	PURCHASED	VARIOUS	VARIOUS
33	UNITED STATES TREASURY DTD	PURCHASED	VARIOUS	VARIOUS
34	UNITED STATES TREASURY N/B	PURCHASED	VARIOUS	12/27/2010
35	UNITED STATES TREASURY N/B	PURCHASED	VARIOUS	12/27/2010
36	TRANSOCEAN LTD	PURCHASED	VARIOUS	8/24/2010
37	AT & T INC	PURCHASED	VARIOUS	12/31/2010
38	AT & T INC	PURCHASED	VARIOUS	VARIOUS
39	ABBOTT LABS DTD 3/3/09	PURCHASED	VARIOUS	3/30/2010
40	AIR PRODUCTS & CHEMICALS	PURCHASED	VARIOUS	11/08/2010
41	BP CAPITAL MARKETS PLC	PURCHASED	VARIOUS	VARIOUS
42	BEST BUY CO INC	PURCHASED	VARIOUS	VARIOUS
43	CATERPILLAR INC	PURCHASED	VARIOUS	VARIOUS
44	CITRIX SYS INC COM	PURCHASED	VARIOUS	11/08/2010
45	COMCAST CORP	PURCHASED	VARIOUS	VARIOUS
46	CREDIT SUISSE NEW YORK	PURCHASED	VARIOUS	8/17/2010
47	DARDEN RESTAURANTS INC	PURCHASED	VARIOUS	11/08/2010
48	JOHN DEERE CAPITAL CORP	PURCHASED	VARIOUS	VARIOUS
49	DELL INC	PURCHASED	VARIOUS	8/30/2010
50	DEVON ENERGY CORPORATION	PURCHASED	VARIOUS	11/08/2010
51	WALT DISNEY CO COM	PURCHASED	VARIOUS	8/30/2010
52	DUKE ENERGY CORP	PURCHASED	VARIOUS	2/12/2010
53	EMC CIRO MASS COM	PURCHASED	VARIOUS	11/08/2010
54	EATON CORP	PURCHASED	VARIOUS	11/08/2010
55	EXELON CORP	PURCHASED	VARIOUS	8/30/2010
56	FEDERAL HOME LOAN MTG CORP POOL	PURCHASED	VARIOUS	VARIOUS

CLIENT SANDERS

ESTELLE, ABE & MARJORIE SANDERS TN FD

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STATEMENT 5 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	FEDERAL HOME LOAN MTG CORP POOL	PURCHASED	VARIOUS	VARIOUS
58	FEDERAL HOME LOAN MORT CORP	PURCHASED	VARIOUS	8/12/2010
59	FANNIE MAE	PURCHASED	VARIOUS	VARIOUS
60	FEDERAL NATIONAL MORT ASSN POOL	PURCHASED	VARIOUS	VARIOUS
61	FEDERAL NATIONAL MORT ASSN POOL	PURCHASED	VARIOUS	VARIOUS
62	FRONTIER COMMUNICATIONS CORP	PURCHASED	VARIOUS	7/15/2010
63	GENERAL ELECTRIC CO	PURCHASED	VARIOUS	VARIOUS
64	GENERAL ELECT CAP CORP	PURCHASED	VARIOUS	VARIOUS
65	GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	8/12/2010
66	GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	8/12/2010
67	HSBC FINANCE CORP	PURCHASED	VARIOUS	2/12/2010
68	INTEL CORP COM	PURCHASED	VARIOUS	11/08/2010
69	KELLOGG CO	PURCHASED	VARIOUS	VARIOUS
70	MCDONALDS CORP SERIES	PURCHASED	VARIOUS	VARIOUS
71	MERRICLL LYNCH	PURCHASED	VARIOUS	8/12/2010
72	MICROSOFT CORP COM	PURCHASED	VARIOUS	11/08/2010
73	MORGAN STANLEY	PURCHASED	VARIOUS	5/06/2010
74	ORACLE CORP	PURCHASED	VARIOUS	11/08/2010
75	ORAGLE CORP	PURCHASED	VARIOUS	VARIOUS
76	PEPSICO INC DTD	PURCHASED	VARIOUS	8/12/2010
77	GCB PEPSICO INC	PURCHASED	VARIOUS	11/02/2010
78	PETROBRAS OMT; FOM CP	PURCHASED	VARIOUS	12/13/2010
79	TALISMAN ENERGY INC	PURCHASED	VARIOUS	12/13/2010
80	TARGET CORP CALLABLE	PURCHASED	VARIOUS	VARIOUS
81	TN VALLEY AUTHORITY	PURCHASED	VARIOUS	8/12/2010
82	TRAVELERS COMPANIES INC	PURCHASED	VARIOUS	11/08/2010
83	US TREASURY NOTE	PURCHASED	VARIOUS	VARIOUS
84	US TREASURY INFLATION INDEX BOND	PURCHASED	VARIOUS	VARIOUS
85	VERIZON COMMUNICATIONS	PURCHASED	VARIOUS	VARIOUS
86	WACHOVIA CORP	PURCHASED	VARIOUS	VARIOUS
87	XTO ENERGY CORP	PURCHASED	VARIOUS	1/27/2010
88	URITIES LITIGATION SETTLEMENT	PURCHASED	VARIOUS	6/23/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1,057.		1,006.	51.				\$ 51.
2	1,048.		1,042.	6.				6.
3	2,013.		1,995.	18.				18.
4	1,044.		1,000.	44.				44.
5	19,451.		19,109.	342.				342.
6	2,326.		2,241.	85.				85.
7	1,064.		1,023.	41.				41.
8	11,358.		11,212.	146.				146.
9	1,095.		1,053.	42.				42.
10	3,970.		4,136.	-166.				-166.
11	5,902.		6,315.	-413.				-413.
12	7,956.		8,177.	-221.				-221.
13	13,870.		14,470.	-600.				-600.
14	1,525.		1,566.	-41.				-41.
15	1,417.		1,516.	-99.				-99.
16	2,412.		2,625.	-213.				-213.
17	1,165.		1,099.	66.				66.
18	1,093.		1,022.	71.				71.
19	1,021.		1,006.	15.				15.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
20	2,509.		2,382.	127.				\$ 127.
21	1,082.		1,079.	3.				3.
22	3,208.		2,989.	219.				219.
23	724.		687.	37.				37.
24	1,055.		996.	59.				59.
25	5,937.		5,993.	-56.				-56.
26	1,026.		1,014.	12.				12.
27	1,072.		1,000.	72.				72.
28	1,260.		1,168.	92.				92.
29	2,280.		2,197.	83.				83.
30	8,447.		8,218.	229.				229.
31	9,014.		9,038.	-24.				-24.
32	96,369.		95,999.	370.				370.
33	20,739.		19,900.	839.				839.
34	15,924.		15,960.	-36.				-36.
35	14,996.		15,130.	-134.				-134.
36	1,628.		2,603.	-975.				-975.
37	3,469.		5,028.	-1,559.				-1,559.
38	2,290.		2,002.	288.				288.
39	8,446.		7,971.	475.				475.
40	4,271.		4,694.	-423.				-423.
41	9,906.		8,994.	912.				912.
42	2,553.		1,792.	761.				761.
43	2,533.		1,997.	536.				536.
44	8,431.		3,947.	4,484.				4,484.
45	2,245.		2,022.	223.				223.
46	3,325.		3,162.	163.				163.
47	2,800.		1,871.	929.				929.
48	7,281.		6,984.	297.				297.
49	2,459.		4,021.	-1,562.				-1,562.
50	3,393.		4,425.	-1,032.				-1,032.
51	4,447.		4,833.	-386.				-386.
52	8,761.		8,412.	349.				349.
53	854.		645.	209.				209.
54	916.		932.	-16.				-16.
55	2,382.		4,570.	-2,188.				-2,188.
56	15,101.		14,718.	383.				383.
57	12,197.		12,536.	-339.				-339.
58	4,297.		4,203.	94.				94.
59	7,121.		6,853.	268.				268.
60	10,806.		11,274.	-468.				-468.
61	2,121.		2,178.	-57.				-57.
62	201.		289.	-88.				-88.
63	3,246.		3,061.	185.				185.
64	5,131.		5,028.	103.				103.
65	1,109.		1,022.	87.				87.
66	4,043.		4,000.	43.				43.
67	17,362.		16,969.	393.				393.
68	204.		266.	-62.				-62.
69	8,657.		8,093.	564.				564.
70	10,035.		9,025.	1,010.				1,010.
71	1,100.		997.	103.				103.
72	271.		343.	-72.				-72.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
73	16,423.		15,873.	550.				\$ 550.
74	1,751.		1,249.	502.				502.
75	2,261.		1,999.	262.				262.
76	3,859.		3,455.	404.				404.
77	6,566.		5,539.	1,027.				1,027.
78	1,058.		999.	59.				59.
79	1,221.		1,167.	54.				54.
80	2,299.		1,957.	342.				342.
81	1,108.		1,095.	13.				13.
82	557.		479.	78.				78.
83	18,221.		19,224.	-1,003.				-1,003.
84	34,113.		32,999.	1,114.				1,114.
85	2,228.		2,018.	210.				210.
86	2,245.		1,988.	257.				257.
87	3,663.		4,392.	-729.				-729.
88	133.		0.	133.				133.
TOTAL								\$ 7,971.

STATEMENT 6
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SAMUEL H. PAPLANUS, M.D. TUCSON, AZ 85749,	DIRECTOR 0	\$ 200.	\$ 0.	\$ 0.
T SIMMONS WINCHESTER, TN 37398	DIRECTOR 0	200.	0.	0.
DAVID STEWART WINCHESTER, TN 37398	DIRECTOR 0	200.	0.	0.
BRENDA CANNON WINCHESTER, TN 37398	DIRECTOR 0	200.	0.	0.
MELINDA HUFFMAN WINCHESTER, TN 37398	DIRECTOR 0	200.	0.	0.
TOTAL		\$ 1,000.	\$ 0.	\$ 0.

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**STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:
NAME: BOARD OF DIRECTORS
CARE OF:
STREET ADDRESS: P.O. BOX 54
CITY, STATE, ZIP CODE: WINCHESTER, TN 37398
TELEPHONE:
FORM AND CONTENT: LETTER OF REQUEST
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS:

**STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
DECHERD LIONS CLUB 113 LAKEVIEW DRIVE DECHERD, TN 37324			EYE EXAMS AND GLASSES FOR INDIGENT PEOPLE OF FRANKLIN CO.	\$ 2,500.
OLD JAIL MUSEUM, INC. 400 DINAH SHORE BLVD. WINCHESTER, TN 37398			PURCHASE 2 DISPLAY CASES	3,500.
COWAN ELEMENTARY SCHOOL 501 EAST CUMBERLAND STREET COWAN, TN 37318			TO PURCHASE LIBRARY BOOKS TO ENHANCE THE READING PROGRAM.	3,000.
CAMPORA FAMILY RESOURCE CENTER 900 SOUTH SHEPHERD STREET WINCHESTER, TN 37398			FOOD PACKPACK PROGRAM THROUGH THE 2ND HARVEST FOOD BANK TO FURNISH FOOD FOR SELECTED STUDENTS IN LOCAL SCHOOLS.	5,000.
RAISE A READER IN FRANKLIN COUNTY 107 N PORTER STREET WINCHESTER, TN 37398			EACH MONTH PROVIDING 1456 CHILDREN A BOOK	4,000.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ESTILL SPRINGS LIONS CLUB 1742 FLETCHER ROAD ESTILL SPRINGS, TN 37330			ASSISTING ELDERLY; TRAINING FUNDS FOR BOY SCOUT LEADERS AND SCHOLARSHIP FOR FCHS STUDENT	\$ 500.
FRANKLIN COUNTY HIGH SCHOOL LIBRARY WINCHESTER, TN 37398			PURCHASE NEW REFERENCE BOOKS; NEW FICTION BOOKS AND MEDIA EQUIPMENT	11,900.
NORTH MIDDLE SCHOOL BAND 2990 DECHERD BLVD DECHERD, TN 37324			PURCHASE NEW AND USED INSTRUMENTS FOR USE BY STUDENTS	5,000.
FRANKLIN COUNTY LITERACY COUNCIL, INC FRANKLIN COUNTY, TN			ASSISTING STUDENTS IN OBTAINING THEIR GENERAL EDUCATION DIPLOMA	3,500.
THE LITERACY COUNCIL 510 S JACKSON STREET TULLAHOMA, TN 37388			ASSISTING STUDENTS IN OBTAINING THEIR GENERAL EDUCATION DIPLOMA	1,500.
TIMS FORD ENVIRONMENTAL 570 TIMS FORD DRIVE WINCHESTER, TN 37398			TO AID ESTABLISHMENT AND MAINTAINING AN ENVIRONMENTAL EDUCATION AND WILDLIFE REHABILITATION CENTER AT TIMS FORD STATE PARK AND PROMOTE AN UNDERSTANDING OF OUR RELATIONSHIP WITH THE NATURAL WORLD.	3,800.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
WINCHESTER LIONS CLUB P.O. BOX 111 WINCHESTER, TN 37398			FURNISHING EYE EXAMS AND GLASSES FOR INDIGENT PEOPLE OF FRANKLIN CO.	\$ 4,000.
TOTAL \$				<u>48,200.</u>