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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

Initial return

Initial Return of a former public charity

Final return

Amended return

Address change

Name change

Name of foundation

CAROTHERS CONSTRUCTION CHARITABLE

A Employer identification number

64-0892836

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

P O BOX 189

Room/suite

B Telephone number (see the instructions)

662-473-2525

City or town, state, and ZIP code

TAYLOR MS 38673

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)

>\$ 2,018,363.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

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

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instr.))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	739,000.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temp. cash investments	81,491.	81,491.	81,491.	
	4 Dividends and interest from securities	1,221.	1,221.	1,221.	
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain/(loss) from sale of assets not on line 10	(25,173.)			
	b Gross sales price for all assets on line 6a	151,463.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less rns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	222.	222.	222.		
12 Total. Add lines 1 through 11	796,761.	82,934.	82,934.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	510.			510.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	369.			369.
	19 Depreciation (attach sch.) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	799.			799.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,678.			1,678.
	25 Contributions, gifts, grants paid	373,193.			373,193.
26 Total exp. & disbursements. Add lines 24 and 25	374,871.			374,871.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	421,890.				
b Net investment income (if neg., enter -0-)		82,934.			
c Adjusted net income (if neg., enter -0-)			82,934.		

For Paperwork Reduction Act Notice, see the instructions.

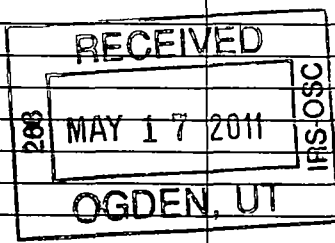
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		916,841.	1,497,093.	1,497,093.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ 37,555.				
		Less: allowance for doubtful accounts ▶			37,555.	37,555.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state govt obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	242,513.	164,950.	161,095.	
	c	Investments - corporate bonds (attach schedule)	464,672.	346,318.	322,620.	
	Liabilities	11	Investments - land, buildings, and equipment basis (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also see page 1, item I)	1,624,026.	2,045,916.	2,018,363.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
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, ck. here ☒ and complete lines 27 through 31.	27	Capital stock, trust principal, or current funds	1,624,026.	2,045,916.	
		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 the instructions)	1,624,026.	2,045,916.	
	31	Total liabilities and net assets/fund balances (see the instructions)	1,624,026.	2,045,916.		

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	1,624,026.
2	Enter amount from Part I, line 27a	2	421,890.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,045,916.
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	2,045,916.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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			
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year. See the instructions before making any entries.

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,123,345.
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	829.
7 Add lines 5 and 6	7	829.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	374,871.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ & enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	829.
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	829.
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	829.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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	829.	
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 Refunded	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes" attach schedule (see instructions) If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	X		
14	The books are in care of ▶ SEAN CAROTHERS Located at ▶ PO BOX 189 MS TAYLOR Telephone no ▶ 662-473-2525 ZIP+4 ▶ 38673			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ▶ ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __, 20 __, 20 __, 20 __		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)?

5b

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

If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
SEAN B CAROTHERS	PRESIDENT			
PO BOX 189	10	0		
SEAN B CAROTHERS	SECRETARY			
PO BOX 189	10	0		
SEAN B CAROTHERS	TREASURER			
PO BOX 189	10	0		

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

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

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

▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see the instructions). If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 First Baptist Church	
Water Valley, MS	
Operating Expenses	110,373.
2 Fellowship of Christian Athletes	
Oxford, MS	
Operating Expenses	60,641.
3 Operation Mobilization	
Tyrone, GA	
Operating Expenses	55,200.
4 Compassion Ministries	
Water Valley, MS	
Operating Expenses	22,800.

Part IX-B Summary of Program-Related Investments (see 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 instructions	
3	
Total Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities		1a 542,741.
b Average of monthly cash balances		1b 1,612,939.
c Fair market value of all other assets (see the instructions)		1c
d Total (add lines 1a, b, and c)		1d 2,155,680.
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 2,155,680.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions)		4 32,335.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5 2,123,345.
6 Minimum investment return. Enter 5% of line 5		6 106,167.

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

1 Minimum investment return from Part X, line 6		1 106,167.
2 a Tax on investment income for 2010 from Part VI, line 5	2a 829.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b		2c 829.
3 Distributable amount before adjustments Subtract line 2c from line 1		3 105,338.
4 Recoveries of amounts treated as qualifying distributions		4
5 Add lines 3 and 4		5 105,338.
6 Deduction from distributable amount (see the instructions)		6
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII line 1		7 105,338.

Part XII Qualifying Distributions (see the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc -total from Part I, column (d), line 26		1a 374,871.
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		4 374,871.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see the instructions)		5 829.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		6 374,042.

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

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Part XIII Undistributed Income (see the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				105,338.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior yrs 20__, 20__, 20__				
3 Excess distrib carryover, if any, to 2010				
a From 2005 67,923.				
b From 2006 450,752.				
c From 2007 494,918.				
d From 2008 151,311.				
e From 2009 223,409.				
f Total of lines 3a through e	1,388,313.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 374,871.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see the instr.)				
c Treated as distributions out of corpus (Election required - see the instructions)				
d Applied to 2010 distributable amount				105,338.
e Remaining amt distributed out of corpus	269,533.			
5 Excess distrib carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in col (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5	1,657,846.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions).				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see the instructions)	67,923.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,589,923.			
10 Analysis of line 9				
a Excess from 2006 450,752.				
b Excess from 2007 494,918.				
c Excess from 2008 151,311.				
d Excess from 2009 223,409.				
e Excess from 2010 269,533.				

Part XIV Private Operating Foundations (see the instructions and Part VII-A, question 9)**1a** If the foundation has received a ruling or determination letter that it is a private operatingfoundation, and the ruling is effective for 2010, enter the date of the ruling ▶**b** Check box to indicate whether the foundation is a private operating foundation described in section☒ 4942(j)(3) or ☐ 4942(j)(5)**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed**b** 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years				
(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total	
82,934.	36,914.	46,045.	81,426.	247,319.	
70,494.	31,377.	39,138.	69,212.	210,221.	
374,871.	302,991.	224,184.	561,695.1	463,741.	
374,871.	302,991.	224,184.	561,695.1	463,741.	
70,778.	53,301.	48,891.	45,611.	218,581.	

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see the instructions.)**1 Information Regarding Foundation Managers****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number of the person to whom applications should be addressed

SEAN CAROTHERS 662-513-8820 BOX 189 TAYLOR MS 38673

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

a narrative explaining need, benefit to community, amount, etc

c Any submission deadlines

None

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

None

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				
Baptist 11 Plaza 39402-		Active	Mission Support	10,000.
Berean M 16051 Na 63040		Active	Mission Support	3,600.
Communit 38965		Active	Food Pantry	3,600.
Compassi 38965		Active	Food Pantry	22,800.
Fellow C PO Box 7 38655		Active	Operating Exp	60,641.
First Ba 800 N Ma 38965		Active	Operating Exp	110,373.
Greenwo PO Box 8 38935		Active	Operating Exp	2,400.
Internat 38965		Active	Mission Support	15,000.
K Love R PO Box 2 68103		Active	Operating Exp	5,000.
Medical 205 S Co 38655		Active	Operating Exp	3,000.
Miscella 38965		Active	Operating Exp	63,100.
Operatio PO Box 4 30290		Active	Operating Exp	55,200.
Precept PO Box 1 37422		Active	Operating Exp	1,200.
St Franc 2607 Hig 38930		Active	Operating Exp	10,449.
The Pant 713 Moll 38655		Active	Food Pantry	6,780.
Doors of 200 N Hu 39339		Active	Operating Exp	50.
Total			3a	373,193.
b Approved for future payment				
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) Excl 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					81,491.
4	Dividends and interest from securities					1,221.
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		(25,173.)			
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>Cap Gain Dist</u>					222.
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		(25,173.)			82,934.
13	Total. Add line 12, columns (b), (d), and (e)					57,761.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

US990P13

Schedule of Contributors

OMB No 1545-0047

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

2010

Name of the organization

CAROTHERS CONSTRUCTION CHARITABLE

Employer identification number

64-0892836

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or Form 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or Form 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or Form 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

CAROTHERS CONSTRUCTION CHARITABLE

Employer identification number

64-0892836

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	Carothers Construction PO Box 189 Taylor MS 38673-	\$ <u>739,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
—	—	\$ —	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

US990ST2

US 990 **Other Notes and Loans Receivable as of Year End** **2010**
990-PF: Page 2, Line 7 (Short Schedule)

Name of organization	Balance due
Charlie Estera	37,555. 37,555.

MUTUAL FUNDS Stock

	<u>Symbol</u>	<u>Bought</u>	<u># Shares</u>	<u>Cost</u> <u>Per Share</u>	<u>Cost</u>	<u>Estimated</u> <u>Market Value</u> <u>12/31/2010</u>
AIM Leisure Investor		3/27/2006	297.658	40.43	12,034.94	10,352.550
American AMCAP		3/27/2006	734.19	19.11	14,033.55	13,766.060
American Growth Fd of Amer		3/27/2006	436.198	31.52	13,748.99	13,190.630
Ariel Appreciation		3/27/2006	277.946	42.64	11,852.30	11,782.130
Calamos Growth		3/27/2006	198.833	54.84	10,903.89	10,613.710
ICON Leisure and Consumer		3/27/2006	1109.008	9.07	10,053.48	9,537.470
Perkins Mid Cap		3/27/2006	682.814	22.63	15,450.92	15,411.110
Jensen Portfolio		3/27/2006	416.139	24.26	10,095.77	11,277.370
Matthews Asian		3/27/2006	916.815	17.50	16,045.97	16,539.340
Neuberger Berman Genesis		3/27/2006	330.003	48.34	15,952.67	15,721.340
Royce Total Return		3/27/2006	911.861	13.19	12,028.84	12,009.210
Van Kampen Comstock		3/27/2006	611.282	17.79	10,872.98	9,615.470
William Blair Small Cap		3/27/2006	485.741	24.45	11,875.78	11,278.910
			<u>7,408.488</u>		<u>164,950.08</u>	<u>161,095.30</u>

Bonds

	<u>Purchase</u> <u>Date</u>	<u>Maturity</u> <u>Date</u>	<u>Face</u> <u>Amount</u>	<u>Per Unit</u> <u>Cost</u>	<u>Total</u> <u>Cost</u>	<u>Coupon</u>	<u>Estimated</u> <u>Market Value</u> <u>12/31/2010</u>
HSBC Finance Corp	5/8/2006	1/15/2011	\$ 30,000.00	96.332	\$ 28,899.60	5.000%	\$30,021.60
Fed Home Loan	3/29/2006	12/15/2013	\$ 13,554.45	98.83203	\$ 13,396.14	5.125%	\$14,035.47
Bank America	5/8/2006	1/15/2013	\$ 15,000.00	92.459	\$ 13,868.85	4.700%	\$15,463.35
GE Capital	5/8/2006	2/15/2016	\$ 25,000.00	93.625	\$ 23,406.25	5.250%	\$25,068.25
Bank Oklahoma	5/22/2007	5/15/2017	\$ 100,000.00	99.885	\$ 99,885.00	5.750%	\$96,301.00
FNMA	4/18/2006	1/1/2021	\$ 55,403.39	99.468749	\$ 55,109.06	5.500%	\$59,636.52
Morgan Stanley Mtg	8/2/2006	2/25/2036	\$ 27,821.04	99.71094	\$ 27,740.62	6.047%	\$15,921.62
Bear Stearns Alt-A	8/2/2006	3/25/2036	\$ 33,503.32	99.60156	\$ 33,369.83	5.994%	\$16,671.38
American Express	8/4/2006	9/1/2066	\$ 50,000.00	101.285	\$ 50,642.50	6.800%	\$49,500.00
			<u>\$ 350,282.20</u>		<u>\$ 346,317.85</u>		<u>\$322,619.19</u>

Stocks & Bond Sold - 2010

	<u>Bought</u>	<u>Sold</u>	<u># Shares</u>	<u>Cost</u>	<u>Sales Price</u>	<u>Gain/(Loss)</u>
Fed Home Loan	3/29/2006	1/15/2010		1,147.00	1,160.55	13.55
Bear-Stearns Alt-A	8/2/2006	1/25/2010		415.10	416.77	1.67
FNMA	4/18/2006	1/25/2010		2,024.00	2,034.81	10.81
Morgan-Stanley Mtg	8/2/2006	1/25/2010		766.35	768.58	2.23
Fed Home Loan	3/29/2006	2/15/2010		935.77	946.83	11.06
Bear-Stearns Alt-A	8/2/2006	2/25/2010		196.44	197.22	0.78
FNMA	4/18/2006	2/25/2010		2,567.32	2,581.03	13.71
Morgan-Stanley Mtg	8/2/2006	2/25/2010		58.98	59.15	0.17
Caterpillar	5/24/2006	3/15/2010		32,550.00	35,000.00	2,450.00
Fed Home Loan	3/29/2006	3/15/2010		5,000.46	5,059.56	59.10
Bear-Stearns Alt-A	8/2/2006	3/25/2010		76.08	76.39	0.31
FNMA	4/18/2006	3/25/2010		2,224.31	2,236.19	11.88
Morgan-Stanley Mtg	8/2/2006	3/25/2010		367.79	368.85	1.06
Fed Home Loan	3/29/2006	1/15/2010		1,414.78	1,431.50	16.72
Bear-Stearns Alt-A	8/2/2006	4/15/2010		351.76	353.17	1.41
FNMA	4/18/2006	4/25/2010		2,878.73	2,894.10	15.37
Morgan-Stanley Mtg	8/2/2006	4/25/2010		9.10	9.13	0.03
Fed Home Loan	3/29/2006	5/15/2010		1,156.89	1,170.56	13.67
Caterpillar	5/8/2006	5/17/2010		19,071.20	20,000.00	928.80
Bear-Stearns Alt-A	8/2/2006	5/25/2010		229.25	230.17	0.92
FNMA	4/18/2006	5/25/2010		3,567.18	3,586.23	19.05
Morgan-Stanley Mtg	8/2/2006	5/25/2010		153.29	153.73	0.44
Fed Home Loan	3/29/2006	6/15/2010		1,163.50	1,177.25	13.75
Bear-Stearns Alt-A	8/2/2006	6/25/2010		171.21	171.89	0.68
FNMA	4/18/2006	6/25/2010		3,810.76	3,831.11	20.35
Morgan-Stanley Mtg	8/2/2006	1/25/2010		265.05	265.82	0.77
Fed Home Loan	3/29/2006	7/15/2010		1,059.94	1,072.47	12.53
Bear-Stearns Alt-A	8/2/2006	7/25/2010		220.08	220.96	0.88
FNMA	4/18/2006	7/25/2010		1,600.58	1,609.13	8.55
Morgan-Stanley Mtg	8/2/2006	7/25/2010		217.93	218.56	0.63
Bridgeway Ultra	3/27/2006	8/12/2010		10,467.39	6,799.21	-3,668.18
Perkins Small Cap	3/27/2006	8/12/2010		13,622.09	11,273.65	-2,348.44
Meridian Growth	3/24/2006	8/12/2010		11,420.18	10,503.38	-916.80
Meridian Value	3/24/2006	8/12/2010		13,173.04	9,007.67	-4,165.37
Stratton Small Cap	3/27/2006	8/12/2010		12,561.85	10,494.61	-2,067.24
Lehman Bros	5/26/2006	9/28/2010		11,837.00	2,090.00	-9,747.00
Merrill Lynch Bonds	Various	9/30/2010		26.23		-26.23
Merrill Lynch Bonds	Various	10/31/2010		40.36		-40.36
Oakmark International	3/27/2006	11/18/2010		16,744.69	11,992.83	-4,751.86
Merrill Lynch Bonds	Various	11/30/2010		43.90		-43.90
Merrill Lynch Bonds	Various	12/31/2010		1,028.38		-1,028.38
				<u>176,635.94</u>	<u>151,463.06</u>	<u>-25,172.88</u>