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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 AUG 1, 2010, and ending JUL 31, 2011

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 Bartlett-Patterson Corporation		A Employer identification number 62-1706760
Number and street (or P O box number if mail is not delivered to street address) 119 S. Main Street	Room/suite	B Telephone number (423) 639-0151
City or town, state, and ZIP code Greeneville, TN 37743		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,754,250.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(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				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	268.	268.	268.	Statement 1
	4 Dividends and interest from securities	55,057.	55,057.	55,057.	Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<44,308.>			
	b Gross sales price for all assets on line 6a	161,400.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	11,017.	55,325.	55,325.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	5,121.	4,821.	4,821.	300.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	3,267.	40.	1,275.	1,992.
	19 Depreciation and depletion				
	20 Occupancy	2,327.	0.	0.	2,327.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	143.	143.	143.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	10,858.	5,004.	6,239.	4,619.
	25 Contributions, gifts, grants paid	36,306.			36,306.
26 Total expenses and disbursements. Add lines 24 and 25	47,164.	5,004.	6,239.	40,925.	
27 Subtract line 26 from line 12	<36,147.>				
a Excess of revenue over expenses and disbursements		50,321.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			49,086.		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

		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	121,357.	130,197.	130,197.
	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			
	7 Other notes and loans receivable			
	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			
	b Investments - corporate stock Stmt 7	1,199,159.	1,168,443.	1,030,815.
	c Investments - corporate bonds Stmt 8	176,000.	161,000.	160,754.
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	305,245.	349,519.	432,484.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	1,801,761.	1,809,159.	1,754,250.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,801,761.	1,809,159.	
	30 Total net assets or fund balances	1,801,761.	1,809,159.	
31 Total liabilities and net assets/fund balances	1,801,761.	1,809,159.		

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	1,801,761.
2 Enter amount from Part I, line 27a	2	<36,147.>
3 Other increases not included in line 2 (itemize) See Statement 6	3	50,000.
4 Add lines 1, 2, and 3	4	1,815,614.
5 Decreases not included in line 2 (itemize) Miscellaneous	5	6,455.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,809,159.

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				
b See Attached Statement				
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 161,400.		205,708.	<44,308.>

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			<44,308.>

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	<44,308.>
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) If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 3	0.

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 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	48,262.	1,571,712.	.030707
2008	71,269.	1,732,437.	.041138
2007	120,677.	2,224,219.	.054256
2006	117,875.	2,559,761.	.046049
2005	102,049.	2,517,496.	.040536

2 Total of line 1, column (d)	2	.212686
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	.042537
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,680,663.
5 Multiply line 4 by line 3	5	71,490.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	503.
7 Add lines 5 and 6	7	71,993.
8 Enter qualifying distributions from Part XII, line 4	8	40,925.

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 instructions)

1a 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	1,006.
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	1,006.
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	1,006.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,000.	
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	1,000.	
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	6.	
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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 ☐ \$ 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? 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?		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.		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 instructions) ☐ None		
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)? 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

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 ▶ N/A	13	X	
14	The books are in care of ▶ C. Ray Adams Located at ▶ 119 S. Main Street, Greeneville, TN	Telephone no. ▶ (423) 639-0151 ZIP+4 ▶ 37743		
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 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 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 ▶	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 page 22 of the instructions)? ☐ N/A	1b	
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 ▶		
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 instructions.) ☐ N/A	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. ▶		
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.) ☐ N/A	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

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)? ☐ 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)?

N/A

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?

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

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

N/A

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.

(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
Gene Gaby 230 Depot Street Greeneville, TN 37743	President 0.50	0.	0.	0.
Ray Adams 119 S. Main Street Greeneville, TN 37743	Treasurer 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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 1,579,081.
b	Average of monthly cash balances	1b 127,176.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 1,706,257.
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 1,706,257.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 25,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,680,663.
6	Minimum investment return. Enter 5% of line 5	6 84,033.

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
2a	Tax on investment income for 2010 from Part VI, line 5	2a
b	Income tax for 2010 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c
3	Distributable amount before adjustments. Subtract line 2c from line 1	3
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5
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

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 40,925.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 40,925.
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	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 40,925.

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)

N/A

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

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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)

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	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a	49,086.	48,263.	72,066.	111,211.	280,626.
c Qualifying distributions from Part XII, line 4 for each year listed	41,723.	41,024.	61,256.	94,529.	238,532.
d Amounts included in line 2c not used directly for active conduct of exempt activities	40,925.	48,262.	71,992.	121,930.	283,109.
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:	40,925.	48,262.	71,992.	121,930.	283,109.
a "Assets" alternative test - enter:					
(1) Value of all assets	1,754,250.	1,658,265.	1,533,031.	1,986,181.	6,931,727.
(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	56,022.	52,391.	57,748.	74,141.	240,302.
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	55,325.	54,174.	79,315.	131,289.	320,103.

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).)

None

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

None

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 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:

See the attached memo answering this question.

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 <i>Paid during the year</i>				
Various Various Greeneville, TN 37743	None	Public Charity	Promote Andrew Johnson's name	26,306.
The Coal Fund 107 North Cutler Street Greeneville, TN 37743	None	Public Charity	To assist individuals in need of food	5,000.
Harris Memorial Free Will Baptist - Tornado Victims 90 Stanley Lane Greeneville, TN 37743	None	Public Charity	To aid victims of tornados in need of food/shelter	5,000.
Total			▶ 3a	36,306.
b <i>Approved for future payment</i>				
None				
Total			▶ 3b	0.

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

- | | | | |
|---|--|--------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| 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. | | | |

[illegible]

- 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
N/A		

**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

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN	
------	--

P00964896

Firm's name ► ADAMS & PLUCKER

Firm's EIN ▶

62-0970323

Firm's address ► P.O. BOX 1117
GREENEVILLE, TN 37744

Phone no. 423-639-0151

Form 990-PF (2010)

Bartlett-Patterson Corporation

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 Crescent Bank & Trust	P	05/29/07	05/31/11
b Motorola Mobility Holdings	P	03/01/96	02/11/11
c Motorola Solutions	P	03/01/96	02/11/11
d Motorola Solutions	P	03/01/96	01/10/11
e Household Fin Corp.	P	08/23/04	01/18/11
f Capital Gains Dividends			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 95,000.		95,000.	0.
b 20,819.		44,664.	<23,845.>
c 30,174.		51,017.	<20,843.>
d 17.		27.	<10.>
e 15,000.		15,000.	0.
f 390.			390.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			<23,845.>
c			<20,843.>
d			<10.>
e			0.
f			390.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<44,308.>
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). If (loss), enter "-0-" in Part I, line 8	3	0.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Andrew Johnson Bank CD	142.
Andrew Johnson Bank Money Market	126.
Total to Form 990-PF, Part I, line 3, Column A	268.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
3M Corp	591.	0.	591.
3M Corp	247.	0.	247.
Andrew Johnson Bancshares	50.	0.	50.
Atmos Energy	2,304.	0.	2,304.
Bank of America Corp	944.	0.	944.
Bond Fund of America	5,201.	0.	5,201.
BP PLC ADR	252.	0.	252.
Capital Income Builder	1,827.	0.	1,827.
Capital World Growth	1,179.	0.	1,179.
Chevron Corp New	2,352.	0.	2,352.
Citigroup	1.	0.	1.
Crescent B & T	4,447.	0.	4,447.
DJ US Utilities	401.	0.	401.
Duke Energy	588.	0.	588.
Duke Realty Corp	408.	0.	408.
Emerson Electric	822.	0.	822.
Equity Residential	3,234.	0.	3,234.
Franklin High Yield	416.	0.	416.
Franklin Income Fund	1,607.	0.	1,607.
Fundamental Investment Fund	235.	0.	235.
GE Capital Corp.	6,000.	0.	6,000.
GE Capital Corp.	1,350.	0.	1,350.
GMAC Smartnotes	750.	0.	750.
Hartford Inflation Plus	625.	390.	235.
Household Financial Corp.	420.	0.	420.
Johnson & Johnson	329.	0.	329.
Lord Abbett Short Duration	305.	0.	305.
Money Market	1.	0.	1.
National Rural Utilities	902.	0.	902.
New Perspective	377.	0.	377.
P&G Co.	296.	0.	296.
Peidmont N. Gas	4,218.	0.	4,218.
Royal Dutch Shell	470.	0.	470.
S&P Global Utilities	520.	0.	520.
Scana Corp	538.	0.	538.

Sector Trust Utilities	427.	0.	427.
Southern Co., TN	7,350.	0.	7,350.
Vectron Corp.	578.	0.	578.
Washington Mutual Investors	1,169.	0.	1,169.
Weingarten Realty Inv.	589.	0.	589.
Wells Fargo	64.	0.	64.
Westar Energy	630.	0.	630.
WGL Holdings	433.	0.	433.
Total to Fm 990-PF, Part I, ln 4	55,447.	390.	55,057.

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Adams & Plucker, CPAs	5,121.	4,821.	4,821.	300.
To Form 990-PF, Pg 1, ln 16b	5,121.	4,821.	4,821.	300.

Form 990-PF	Taxes	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dan Walker, Property Taxes	825.	0.	0.	825.
Jim Warner, Property Taxes	1,167.	0.	0.	1,167.
Secretary of State, Annual Report Fee	40.	40.	40.	0.
Tax on investment income	1,235.	0.	1,235.	0.
To Form 990-PF, Pg 1, ln 18	3,267.	40.	1,275.	1,992.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office expense	143.	143.	143.	0.	
To Form 990-PF, Pg 1, ln 23	143.	143.	143.	0.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	6
Description		Amount	
Matured CD inadvertently omitted from beginning net assets		50,000.	
Total to Form 990-PF, Part III, line 3		50,000.	

Form 990-PF	Corporate Stock	Statement	7
Description	Book Value	Fair Market Value	
Atmos Energy	43,460.	56,831.	
Bank of America Corp.	542,892.	229,195.	
BP PLC ADR	19,781.	13,632.	
Chevron Corp	29,193.	83,216.	
Citigroup Inc	45,828.	3,450.	
Duke Energy Corp	9,871.	11,160.	
Duke Realty Corp	20,226.	8,424.	
Emerson Electric Co	21,134.	29,454.	
Equity Residential	35,960.	136,004.	
Ishares Dow Jones US Utilities	21,623.	22,152.	
Ishares S&P Global Utilities	21,705.	20,300.	
Piedmont Natural Gas Inc	75,917.	107,929.	
Scana Corp	10,053.	10,973.	
Sector Spdr Trust Utilities	21,637.	22,224.	
Southern Co	98,097.	158,160.	
Vectren Corp	10,037.	11,092.	
Weingarten Realty Investors	19,827.	14,146.	
Wells Fargo	44,536.	5,281.	
Westar Energy Inc.	10,184.	12,905.	
WGL Holdings Inc.	10,008.	11,061.	
3M Co	20,965.	23,964.	
Johnson & Johnson	9,136.	9,719.	
Procter & Gamble Co.	8,783.	9,224.	

Bartlett-Patterson Corporation

62-1706760

Royal Dutch Shell PLC	8,848.	10,298.
3M Co	8,742.	10,021.
Motorola Inc	0.	0.
Total to Form 990-PF, Part II, line 10b	1,168,443.	1,030,815.

Form 990-PF	Corporate Bonds	Statement	8
Description	Book Value	Fair Market Value	
General Electric Capital Corp. Internotes	100,000.	100,087.	
GE Capital Corp. Internotes	27,000.	26,937.	
General Motors Acceptance Corp.	12,000.	11,403.	
National Rural Utils Internotes	22,000.	22,327.	
Total to Form 990-PF, Part II, line 10c	161,000.	160,754.	

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Bond Fund of America	COST	127,000.	151,084.
Capital Income Builder Fund	COST	34,000.	45,677.
Capital World Growth & Income	COST	33,000.	47,487.
Lord Abbett Short Duration	COST	40,000.	39,372.
New Perspective Fund	COST	25,000.	38,485.
Washington Mutual Investors	COST	33,000.	48,975.
Franklin High Yield Tax Free	COST	7,826.	8,269.
Franklin Income Fund	COST	22,902.	27,201.
Fundamental Investors Fund	COST	18,125.	16,277.
Hartford Inflation Plus	COST	8,666.	9,657.
Total to Form 990-PF, Part II, line 13		349,519.	432,484.

Form 990-PF	Explanation Concerning Part VII-A, Line 8b	Statement	10
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Explanation

According to the Tennessee Charitable Solicitation Act, an organization that receives gross contributions from the public of less than \$30,000 annually, pursuant to T.C.A. 48-101-502(a)(2) is exempt from the registration requirements in the State of Tennessee. The Bartlett-Patterson Corporation is exempt.

Bartlett-Patterson Corporation
62-1706760
Information for Form 990-PF
July 31, 2011

Part XV – Item 2

The organization accepts requests and there are no preselected charitable organizations. The primary purpose of the organization is to promote the legacy of President Andrew Johnson, who was the great-great grandfather of the donor.

We have completed a book on the life of the President. We worked with Dr. Robert Orr who is well versed on this subject. We commissioned him to do this book for a specific purpose. The original commission was for him to do the "true story of the President." This book is about 80 pages plus photos, is a hardback edition and is presented to all students in the Greeneville and Greene County schools. Our initial group was all students in the 8th through 12th grade at each school located in Greene County. This is a continuing project as we return to each school each year to the 8th grade. We leave extra books for transfer students. The books are delivered by and lectures provided by the Author. We have provided books to all of the initial group. Some of these books have been provided to the National Park Service for their use.

Past projects have been acquisition of various pieces of memorabilia of the Johnson family for the National Park Service, the Presidential Library at Tusculum College and other interested public agencies.

Since Greeneville is the home of Andrew Johnson we are blessed to have the Tailor Shop, his home, his grave, and other sites maintained by the National Park Service. The corporation has assisted in providing a statue of the President and a replica of his birthplace. The Park Service opens and closes it for visitors. The corporation provides maintenance and general upkeep on an ongoing basis.

We have provided rare books relating to the President and/or his family to the Greeneville/Greene County Library and assisted the library in the renovation of acquired property for their genealogy section that houses their collection of Johnson items. They have many items from the Johnson era that are available for viewing and/or use by the public and historians.

We have also acquired three impeachment tickets for the National Park Service.

We continue to assist in the acquisition of Johnson memorabilia for the library and for the Park Service. We participate in the local "August 7" Day Celebration.

The Bartlett home was left to the local chapter of the Daughters of the American Revolution for use in their tax exempt function. We maintain the home and pay expenses such as utilities, insurance, and repairs.