Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending , 20

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 instructions): 662-473-2525

City or town, state, and ZIP code: TAYLOR MS 38673

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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) ▶ $ 2,928,737.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ______ (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) (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)	1,198,000.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temp cash investments	39,463.	39,463.	39,463.	
	4 Dividends and interest from securities	21,579.	21,579.	21,579.	
	5a Gross rents				
	b (Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	(18,690.)			
	b Gross sales price for all assets on line 6a 436,579.				
	7 Capital gain net income (from Part IV line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less rtns & allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,240,352.	61,042.	61,042.	
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)	540.			540.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	829.			829.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,326.			4,326.
	24 **Total operating and administrative expenses** Add lines 13 through 23	5,695.			5,695.
	25 Contributions, gifts, grants paid	301,251.			301,251.
	26 Total exp & disbursements Add lines 24 and 25	306,946.			306,946.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	933,406.			
	b **Net investment income** (if neg, enter -0-)		61,042.		
	c **Adjusted net income** (if neg, enter -0-)			61,042.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,497,093.	1,249,146.	1,249,146.
	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.	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)	164,950.	785,900.	780,865.
	c	Investments - corporate bonds (attach schedule)	346,318.	906,721.	861,171.
	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 the instructions Also, see page 1, item I)	2,045,916.	2,979,322.	2,928,737.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	2,045,916.	2,979,322.	
	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 instructions)	2,045,916.	2,979,322.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,045,916.	2,979,322.	

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	2,045,916.
2	Enter amount from Part I, line 27a	2	933,406.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,979,322.
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	2,979,322.

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 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))
2010			
2009			
2008			
2007			
2006			

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 2011 from Part X, line 5	4	2,976,628.
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	610.
7	Add lines 5 and 6	7	610.
8	Enter qualifying distributions from Part XII, line 4	8	306,946.

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 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	610.
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	610.
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	610.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 610.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	610.
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	
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 2012 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV in instructions)? If "Yes," complete Part XIV	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ SEAN CAROTHERS Telephone no ▶ 662-473-2525
Located at ▶ PO BOX 189 MS TAYLOR 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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶

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

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

			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)?	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)	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 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to.				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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**		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?		**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 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 PO BOX 189	PRESIDENT 10	0		
SEAN B CAROTHERS PO BOX 189	SECRETARY 10	0		
SEAN B CAROTHERS PO BOX 189	TREASURER 10	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 ▶

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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	86,005.
2 Fellowship of Christian Athletes Oxford, MS Operating Expenses	41,750.
3 Heres Life Africa Decatur, TX Operating Expenses	35,000.
4 Compassion Food Ministries Water Valley, MS Food Pantry	26,300.

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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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	1,277,648.
b	Average of monthly cash balances	1b	1,744,309.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,021,957.
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	3,021,957.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,329.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,976,628.
6	**Minimum investment return.** Enter 5% of line 5	6	148,831.

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	148,831.
2 a	Tax on investment income for 2011 from Part VI, line 5	2a	610.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	610.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	148,221.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	148,221.
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	148,221.

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	306,946.
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	306,946.
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	610.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306,336.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					148,221.
2 Undistributed income, if any as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior yrs.: 20___, 20___, 20___					
3 Excess distribs carryover, if any, to 2011:					
a From 2006	450,752.				
b From 2007	494,918.				
c From 2008	151,311.				
d From 2009	223,409.				
e From 2010	269,533.				
f **Total** of lines 3a through e		1,589,923.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 306,946.					
a Applied to 2010, 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 2011 distributable amount					148,221.
e Remaining amt distributed out of corpus		158,725.			
5 Excess distribs. carryover applied to 2011 (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		1,748,648.			
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 2010. Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		450,752.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,297,896.			
10 Analysis of line 9					
a Excess from 2007	494,918.				
b Excess from 2008	151,311.				
c Excess from 2009	223,409.				
d Excess from 2010	269,533.				
e Excess from 2011	158,725.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	61,042.	82,934.	36,914.	46,045.	226,935.
b 85% of line 2a	51,886.	70,494.	31,377.	39,138.	192,895.
c Qualifying distributions from Part XII, line 4 for each year listed	306,946.	374,871.	302,991.	224,184.	1,208,992.
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	306,946.	374,871.	302,991.	224,184.	1,208,992.
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	99,221.	70,778.	53,301.	48,891.	272,191.
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 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 CARROTHERS 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				
Berean M PO Box 4 63040		Active	Mission Support	3,600.
Branch o 11709 Hi 38965		Active	Operating Exp	20,000.
Communit 500 E Wi 38930		Active	Food Pantry	3,600.
Compassi 341 CR 4 38965		Active	Food Pantry	26,300.
Heres Li 601 W Ma 76234		Active	Mission Support	35,000.
Doors of 924 Van 38655		Active	Operating Exp	22,598.
Fellowsh PO Box 4 39158		Active	Operating Exp	41,750.
First Ba 800 N Ma 38965		Active	Operating Exp	86,005.
Greenwoo 202 Wrig 38930		Active	Operating Exp	2,400.
Interfai 38655		Active	Operating Exp	11,002.
Make A W 576 High 39157		Active	Operating Exp	500.
Medical 205 Comm 38655		Active	Operating Exp	8,148.
Miscella		Active	Operating Exp	18,800.
North Ox PO Box 1 38655		Active	Operating Exp	2,348.
Operatio 285 Lynn 30290		Active	Mission Support	12,000.
Precept PO Box 1 37422		Active	Mission Support	1,200.
The Pant 713 Moll 38655		Active	Food Pantry	6,000.
Total			▶ **3a**	301,251.
b Approved for future payment				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					39,463.
4 Dividends and interest from securities					21,579.
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		(18,690.)			
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)		(18,690.)			61,042.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	42,352.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
3,4,8	RETURN ON INVESTMENTS AWAITING TO BE CONTRIBUTED TO THE NEEDY
11	

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Sean B Carothers | 6/1/12 ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Robert J Scheibelhut	Robert J. Scheibelhut CPA	5/23/2012		P0013562
Firm's name ▶BaileyKaufmanScheibelhut PLLC			Firm's EIN ▶42-1660608	
Firm's address ▶288 Germantown Bend Cove Cordova TN 38018-7237			Phone no 901-754-1616	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
CAROTHERS CONSTRUCTION CHARITABLE	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 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 990-EZ that received from any one contributor, during the year, total 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 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 total 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 it **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 Part I, 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)** Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAROTHERS CONSTRUCTION PO BOX 189 TAYLOR MS 38673-	$ 1,198,000.	Person [X] 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)

64-0892836

US 990 Accounting Fees 2011

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
BAILEY KAUFMAN & SCHEIBELHUT	540.			540.
	540.			540.

US 990 **Taxes** 2011

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
FEDERAL EXCISE TAX	829.			829.
	829.			829.

64-0892836

US 990 **Other Expenses** **2011**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
MANAGEMENT FEES	3,162.			3,162.
PUBLICATIONS	10.			10.
BANK CHARGES	1,154.			1,154.
	4,326.			4,326.

Other Notes and Loans Receivable as of Year End

US 990 — 990-PF: Page 2, Line 7 (Short Schedule) — 2011

Name of organization	Balance due
CHARLIE ESTERA	37,555.
	37,555.

Bonds	Purchase Date	Maturity Date	Face Amount	Per Unit Cost	Total Cost	Coupon	Estimated Market Value 12/31/2011
Fed Home Loan	03/29/2006	12/15/2013	$ 2,889 82	98 83203	$ 2,771 37	5 125%	3,129 12
Bank America	05/08/2006	11/15/2013	$ 15,000 00	92 459	$ 13,868 85	4 700%	14,405 40
NM Merrill Lynch & Co	06/24/2011	02/03/2014	$ 50,000 00	106 952	$ 54,455 17	2 240%	49,743 00
FNMA	06/29/2011	01/27/2016	$ 250,000 00	100 993	$ 254,989 44	2 375%	250,342 50
GE Capital	05/08/2006	02/15/2016	$ 25,000 00	93 625	$ 23,406 25	5 250%	24,860 75
Bank Oklahoma	05/22/2007	05/15/2017	$ 100,000 00	99 885	$ 99,885 00	5 750%	99,254 00
FNMA	04/18/2006	01/01/2021	$ 37,917 21	99 468749	$ 37,651 05	5 500%	41,191 00
FNMA CMO 2011	06/30/2011	02/25/2026	$ 66,083 11	103 781	$ 70,146 30	3 170%	69,257 70
Goldman Sachs Group Inc	08/16/2011	03/22/2016	$ 100,000 00	90 026	$ 90,132 41	0 000%	86,316 00
FNMA CMO 2006	12/16/2011	06/25/2016	$ 150,000 00	100 610	$ 150,918 66	6 000%	149,999 54
Morgan Stanley Mtg	08/02/2006	02/25/2036	$ 26,602 88	99 71094	$ 26,265 64	6 047%	10,706 49
Bear Stearns Alt-A	08/02/2006	03/25/2036	$ 31,720 04	99 60156	$ 31,588 77	5 994%	12,215 91
American Express	08/04/2006	09/01/2066	$ 50,000 00	101 285	$ 50,642.50	6 800%	49,750 00
			$ 905,213 06		$ 906,721 41		$ 861,171 41

Equities

Stock	Symbol	Bought	# Shares	Cost Per Share	Cost	Estimated Market Value 12/31/2011
Altria Group Inc		09/12/2011	233	27 30	6,360 62	6,908.45
Alto Palermo S A Adr		09/12/2011	244	19 74	4,816 89	3,857 64
Alto Palermo S A Adr		09/12/2011	100	19 82	1,981 53	1,581 00
At&t Inc		09/12/2011	226	28 18	6,368 96	6,834 24
Bristol Myers Squibb Co		09/12/2011	12	29 98	359 71	422.88
Bristol Myers Squibb Co		09/12/2011	200	29 98	5,995 17	7,048 00
CPFL Energia S A Adr		09/12/2011	245	25 98	6,365 02	6,911 45
Cinn Fincl Crp Ohio		09/12/2011	230	27 57	6,341 05	7,005 80
Duke Energy Corp		09/12/2011	237	18 87	4,472 99	5,214 00
Duke Energy Corp		09/12/2011	100	18 88	1,887 74	2,200 00
R R Donnelley Sons		09/12/2011	445	14 29	6,358 54	6,421 35
Entergy Corp New		09/12/2011	5	64 29	321 43	365 25
Entergy Corp New		09/12/2011	94	64 31	6,044 67	6,866 70
Exelon Corporation		09/12/2011	148	43 00	6,364 30	6,418 76
Fly Leasing LTD		09/12/2011	200	12 00	2,400 00	2,504.00
Fly Leasing LTD		09/12/2011	332	12 13	4,027 13	4,156 64
HCP Inc		09/12/2011	174	36 53	6,356 73	7,208 82
Health Care Reit Inc Com		09/12/2011	125	50 84	6,354 38	6,816 25
Integrys Energy Group		09/12/2011	130	48.85	6,351.10	7,043 40
Lorillard Inc		09/12/2011	58	110 45	6,406 22	6,612 00
Leggett & Platt Inc		09/12/2011	289	21 95	6,342 98	6,658 56
Eli Lilly & Co		09/12/2011	172	36 92	6,350 34	7,148 32
Mobile Telesys OJSC ADR		09/12/2011	410	15 57	6,382 70	6,018 80
Merck and Co Inc		09/12/2011	193	32 88	6,346 47	7,276 10
Nisource Inc		09/12/2011	295	21 52	6,349 73	7,023 95
Plum Creek Timber Co		09/12/2011	174	36 43	6,339 09	6,361 44
Paychex, Inc		09/12/2011	238	26 69	6,353 12	7,166 18
Pitney Bowes Inc		09/12/2011	321	19 78	6,349 37	5,951 34
Southern Company		09/12/2011	153	41 44	6,340 60	7,082 37
Telefonica SA Spain		09/12/2011	329	19 28	6,342.03	5,655 51
Verizon Communications		09/12/2011	179	35 37	6,332 11	7,181 48
Plains All Amern Pipl Lp		09/12/2011	105	60 44	6,346 29	7,712 25
Windstream Corp		09/12/2011	504	12 62	6,359 47	5,916 96
					178,468 48	189,549 890

Mutual Funds 12/31/2011

Stock	Symbol	Bought	# Shares	Cost Per Share	Cost	Estimated Market Value 12/31/2011
American Growth Fd of Amer		03/27/2006	956	31 11	29,748 99	27,303 82
Calamos Growth		03/27/2006	550	54 39	29,903 90	25,546 28
Perkins Mid Cap		03/27/2006	1,291	22 82	29,450 92	26,070 24
Jensen Portfolio		03/27/2006	1,065	26 38	28,095 78	28,246 14
Matthews Asian		03/27/2006	1,695	17 73	30,045 97	25,550 55
Neuberger Berman Genesis		03/27/2006	623	48 08	29,952 66	30,076 66
Royce Total Return		03/27/2006	2,274	13 21	30,028 84	28,840 22
Pimco Total		01/12/2011	18,395	10 88	200,050 00	199,956 57
Loomis Sayes Bond Fund		01/12/2011	6,961	14 37	100,050 00	96,971 91
Total S A		09/20/2011	552	45 40	25,062 67	28,212 72
BancorpSouth Cap Trust		09/26/2011	2,941	25 52	75,041.78	74,539 65
			37,302 663		607,431 51	591,314 76

Stocks & Bond Sold - 2011

	Bought	Sold	# Shares	Cost	Sales Price	Gain/(Loss)
Ariel Appreciation	03/27/2006	01/12/2011	277.00	11,852.30	11,868.29	15.99
American AMCAP	03/27/2006	01/14/2011	734.19	14,033.55	13,949.61	-83.94
Invesco Van Kampen	03/27/2006	01/14/2011	611.28	10,872.98	9,756.06	-1,116.92
ICON Leisure & Consu	03/27/2006	01/14/2011	1,109.08	10,053.48	9,515.29	-538.19
William Blair Small Cap	03/27/2006	01/14/2011	485.74	11,875.78	11,424.63	-451.15
AIM Leisure Investor	03/27/2006	01/14/2011	297.66	12,034.94	10,379.33	-1,655.61
HSBC Finance Corp	05/08/2006	01/18/2006		28,899.60	30,000.00	1,100 40
FHLMC	03/29/2006	01/18/2011		1,186.65	1,200.67	14.02
Morgan Stanley	08/02/2006	01/25/2011		273.18	273.97	0.79
Bear Stearns	08/02/2006	01/25/2011		303.35	304.56	1.21
FNMA	04/18/2006	01/25/2011		1,984.83	1,995.43	10.60
FHLMC	03/29/2006	02/15/2011		1,097.33	1,110.30	12.97
Bear Stearns	08/02/2006	02/25/2011		187.98	188.73	0.75
FNMA	04/18/2006	02/25/2011		1,408.61	1,416.13	7.52
FHLMC	03/29/2006	03/15/2011		1,089.01	1,101.88	12.87
Morgan Stanley	08/02/2006	03/25/2011		17.73	17.78	0.05
Bear Stearns	08/02/2006	03/25/2011		64.69	64.95	0.26
FNMA	04/18/2006	03/25/2011		1,880.28	1,890.33	10.05
FNMA	02/16/2011	08/16/2011		200,000.00	200,000 00	0.00
Fairholme Fund	01/26/2011	09/08/2011	818.00	29,024.98	22,215 96	-6,809.02
iShares Russell 1000	01/28/2011	09/12/2011	665.00	44,060.91	39,708.39	-4,352 52
iShares Russell Mid Ca	01/28/2011	09/12/2011	507.00	29,035.03	27,390.15	-1,644.88
iShares Russell Mid Ca	01/28/2011	09/12/2011	428.00	44,031.24	40,806.10	-3,225 14
				455,268 43	436,578.54	-18,689.89

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization CAROTHERS CONSTRUCTION CHARITABLE	**Employer identification number** 64-0892836
	Number, street, and room or suite no If a P.O. box, see instructions P O BOX 189	
	City, town or post office, state, and ZIP code For a foreign address, see instructions TAYLOR MS 38673	

Enter the Return code for the return that this application is for (file a separate application for each return) | 04 |

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ SEAN CAROTHERS
  Telephone No ▶ 662-473-2525 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUG 15 , 20 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$	610.
b If this application is for Form 990-PF or 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$	
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$	610.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions