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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation BILL AND CAROL LATIMER CHARITABLE FOUNDATION		A Employer identification number 20-3450991	
Number and street (or P O box number if mail is not delivered to street address) 201 WEST MAIN ST NO E		B Telephone number (see instructions) (731) 885-2888	
City or town, state or province, country, and ZIP or foreign postal code UNION CITY, TN 38261		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 127,679,808		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,197	4,197		
	4 Dividends and interest from securities.	595,603	595,603		
	5a Gross rents	113,572	113,572		
	b Net rental income or (loss) 113,572				
	6a Net gain or (loss) from sale of assets not on line 10	-1,528,507			
	b Gross sales price for all assets on line 6a 14,882,524				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	739,962	739,962		
	12 Total. Add lines 1 through 11	-75,173	1,453,334		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	99,697	99,697		99,697
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,639	2,639		2,639
	22 Printing and publications				
	23 Other expenses (attach schedule)	150,434	150,434		150,434
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	252,770	252,770		252,770
	25 Contributions, gifts, grants paid	15,115,650			15,115,650
	26 Total expenses and disbursements. Add lines 24 and 25	15,368,420	252,770		15,368,420
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-15,443,593			
	b Net investment income (if negative, enter -0-)		1,200,564		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	884,358	2,520,145	2,520,145
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 81,056 Less allowance for doubtful accounts ▶ _____ 0	81,056	81,056	81,056
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	34,078,363	26,031,939	25,957,130
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	75,055,787	64,701,237	91,422,098
	14	Land, buildings, and equipment basis ▶ _____ 859,635 Less accumulated depreciation (attach schedule) ▶ _____	859,635	859,635	1,158,800
15	Other assets (describe ▶ _____)	5,218,985	6,540,579	6,540,579	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	116,178,184	100,734,591	127,679,808	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	116,178,184	100,734,591	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	116,178,184	100,734,591	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	116,178,184	100,734,591		

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	116,178,184
2	Enter amount from Part I, line 27a	2	-15,443,593
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	100,734,591
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	100,734,591

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table		
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	See Additional Data Table		
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	-1,528,507
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	11,875,872	116,447,950	0 101984
2011	5,918,007	123,736,174	0 047828
2010	4,527,716	84,584,833	0 053529
2009	4,310,062	63,376,837	0 068007
2008	2,756,687	84,061,045	0 032794

2	Total of line 1, column (d).	2	0 304142
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 060828
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	126,456,501
5	Multiply line 4 by line 3.	5	7,692,096
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,006
7	Add lines 5 and 6.	7	7,704,102
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	15,368,420

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	12,006
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	12,006
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	12,006
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	73,640
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	73,640
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	61,634
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 12,006 Refunded	11	49,628

Part VII-A Statements Regarding Activities			
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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of THE FOUNDATION Telephone no (731) 885-2888 Located at 201 WEST MAIN ST NO E UNION CITY TN ZIP+4 38261			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, 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	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. 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 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	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	122,372,072
b	Average of monthly cash balances.	1b	4,851,363
c	Fair market value of all other assets (see instructions).	1c	1,158,800
d	Total (add lines 1a, b, and c).	1d	128,382,235
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	128,382,235
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,925,734
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	126,456,501
6	Minimum investment return. Enter 5% of line 5.	6	6,322,825

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	6,322,825
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,006
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,006
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,310,819
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,310,819
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	6,310,819

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	15,368,420
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	15,368,420
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	12,006
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	15,356,414
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				6,310,819
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.	5,207,558			
f Total of lines 3a through e.	5,207,558			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 15,368,420				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				6,310,819
e Remaining amount distributed out of corpus	9,057,601			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,265,159			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	14,265,159			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .	5,207,558			
e Excess from 2013. . . .	9,057,601			

Part XIVPrivate 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 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

Tax year	Prior 3 years				(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010		
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1Information Regarding Foundation Managers:

aList 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))

WILLIAM LATIMER III

bList 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

2Information 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

aThe name, address, and telephone number of the person to whom applications should be addressed

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

cAny submission deadlines

dAny 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	15,115,650
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
E-TRADE FINANCIAL - ACCOUNT #61553816	P	2012-12-31	2013-12-31
E-TRADE FINANCIAL - ACCOUNT #61553816	P	2012-12-31	2013-12-31
E-TRADE FINANCIAL - ACCOUNT #61553816	P	2012-01-01	2013-12-31
GLOBAL UNDERVALUED SECURITIES FUND LP	P	2011-04-01	2013-01-11
ARTIS PARTNERS	P	2009-12-01	2013-04-03
CREDIT SUISSE GAINS COMMODITY PLUS LP	P	2011-04-02	2013-03-11
WESTBROOK REAL ESTATE FUND I LP	P	2006-01-01	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
121,630			121,630
1,764,248		1,762,327	1,921
9,924,037		9,845,648	78,389
2,192,691		3,000,000	-807,309
21,240		947,895	-926,655
854,652		855,161	-509
4,026			4,026


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			121,630
			1,921
			78,389
			-807,309
			-926,655
			-509
			4,026


Form 990PF Part VIII Line 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
WILLIAM LATIMER III	PRESIDENT 0 00	0	0	0
1312 HONEYSUCKLE DR UNION CITY,TN 38261				
CAROL LATIMER	SECRETARY 0 00	0	0	0
1312 HONEYSUCKLE DR UNION CITY,TN 38261				
DOUG LATIMER	TRUSTEE 0 00	0	0	0
317 ROCK SPRINGS RD UNION CITY,TN 38261				
JOHN WARNER JR	TRUSTEE 0 00	0	0	0
308 W CHURCH ST UNION CITY,TN 38261				
BARRY DUNCAN	TRUSTEE 0 00	0	0	0
816 EXCHANGE STREET UNION CITY,TN 38261				
ALFRED H CRESTWELL	TRUSTEE 0 00	0	0	0
624 EAST REELFOOT AVE UNION CITY,TN 38261				
WILL ACREE	TRUSTEE 0 00	0	0	0
3414 PEACHTREE RD NE STE 600 ATLANTA,GA 30326				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ASBURY -KALAS SCHOLARSHIP 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	481,414
ASBURY T SEMINARY 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,664,586
BOY SCOUT- MIDDLE TENNESSEE 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	560,232
BOY SCOUT- WEST TENNESSEE 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	6,935
BOYS AND GIRLS CLUB 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	15,300
CHRISTMAS CHILD 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	5,334
CUMBERLAND PRESBYTERIAN 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	2,000
FAITH HEALTH CENTER 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	30,000
FELLOWSHIP OF CHRISTIAN ATHLETICS 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	26,500
FRONTIER 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	6,000
HABITAT FOR HUMANITY 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	36,904
LAKEVIEW BAPTIST CHURCH 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,980
SAMARITANS PURSE 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,000
SHILOH BAPTIST CHURCH 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	172
STUDENT LOAN PROGRAM - MARYM TOLBERT 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	4,000
Total  3a				15,115,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE JOURNEY CHURCH 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,000
UNION UNIVERSITY 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	2,000,000
WEST JACKSON BAPTIST 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	5,000
YOUNG LIFE 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	EDUCATIONAL	5,000
STUDENT LOAN PROGRAM - BILLIE PREUETT 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	3,250
STUDENT LOAN PROGRAM - SOUTHEASTERN BAPTIST THEOLOGICAL SEMINARY 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	1,885
STUDENT LOAN PROGRAM - ALLISON T WICKER 201 WEST MAIN ST UNION CITY,TN 38261			EDUCATIONAL	2,500
HELPING HANDS 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,000
ASBURY FAMILY LIFE CENTER 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	436,531
BUCKHEAD CHURCH 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	2,000
DISCOVERY PARK OF AMERICA 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	14,698
FIRST FOUNDATION CHILDHOOD LIFE 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	3,000
FIRST METHODIST-SARASOTA 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	6,240
KENN TENN HOMECOMING 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	5,000
TENN BAPTIST CHILDREN 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,000
Total  3a				15,115,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE RAMP 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	1,500
UNION CITY HS SCHOLARSHIP 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	4,500
REALFOOT RURAL MINISTRIES 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	9,189
TEN GLOBAL VISION 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	9,750,000
UNION UNIVERSITY SCHOLARSHIP 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	5,000
YFCI 201 WEST MAIN ST UNION CITY,TN 38261		501(C)3	RELIGIOUS	15,000
Total  3a				15,115,650

TY 2013 Investments Corporate
Stock Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION
EIN: 20-3450991

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GAZPROM	291,160	506,700
OCCIDENTAL PET CORP	0	0
COMMERCE UNION	600,000	600,000
FISSION ENERGY CORP.	82,948	1,590
HOPFED BANCORP, INC.	1,132,367	854,250
OPENTV CORP	278,162	0
YAMANA GOLD	562,938	431,000
PAN AMERICAN SILVER CORP	1,054,560	468,000
ENCANA CORP.	1,245,112	812,250
PENGROWTH ENERGY TRUST	1,440,145	623,168
PIONEER NATURAL RESOURCES	472,766	1,840,700
CANADIAN NATURAL RESOURCES LTD	1,094,717	1,218,240
COMPANIA VALE DO RIO DOCE	562,816	305,000
NEWCREST MINING LTD	0	0
MAG SILVER CORP	248,855	122,292
PALADIN RESOURCES LTD	0	0
PLAINS EXPLORATION & PRODUCTION CO	384,307	0
PROVIDENT ENERGY TRUST UNIT	1,167,500	1,761,500
RANGE RESOURCES CORP	0	0
SILVER STANDARD RESOURCES INC.	220,908	69,600
SILVER WHEATON CORP	1,306,208	807,600
BANK OF AMERICA CORP	0	0
CEMEX S A B DE C V	99,170	246,064
COEUR D ALENE MINES CORP	31,722	0
CONSOL ENERGY INC	528,268	380,400
GENERAL ELECTRIC	0	0
HECLA MINING CO	406,568	123,200
KIMBER RESOURCES INC	0	0
NRG ENERGY INC	407,666	287,200
MICROSOFT CORPORATION	529,216	748,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VODAFONE GROUP PLC	1,383,148	2,061,810
ABERDEEN LATIN AMERICA EQUITY	0	0
ANGLOGOLD ASHANTI LTD	617,091	175,800
BERKSHIRE HATHAWAY INC DEL	1,903,258	2,869,152
BLACKROCK ENERGY & RESOURCES	650,000	706,497
CHESAPEAKE MIDSTREAM PARTNERS	557,327	1,131,600
CISCO SYSTEMS INC	0	0
CORNING INC	0	0
ENDEAVOUR SILVER CORP COM	287,600	72,600
FREEPORT-MCMORAN COPPER & GOLD COM	0	2,793
GOLDCORP INC	491,172	216,700
PARAMOUNT RESOURCES LTD	0	0
PFIZER INC	183,176	306,300
US BANCORP DEL COM NEW	0	0
US GLOBAL INVESTORS GLOBAL RES	398,617	352,067
WAL-MART STORES INC	2,198,012	3,195,207
ATP OIL & GAS CORPORATION	379,982	750
CHESAPEAKE ENERGY CORP	1,015,112	1,221,300
EXXON MOBIL CORP	0	0
GASFRAC ENERGY SERVICES INC	334,938	42,000
GUYANA GOLDFIELDS INC	0	0
KAMINAK GOLD CORPORATION	0	0
MARKET VECTORS ETF TR JR GOLD MINES	188,386	38,813
NOVAGOLD RESOURCES INC NEW	169,206	76,200
ORACLE CORP	0	0
PENN VIRGINIA CORP	0	0
PETROLEO BRASILEIRO SA	201,008	137,800
ROYAL DUTCH SHELL PLC	0	0
SILVERCORP METALS INC	0	0
TELEFONICA SA	107,565	81,708

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLENCORE XSTRATA PLC	231,966	159,210
FIRST MAJESTIC SILVER CORP	193,308	98,000
GREEN PLAINS RENEWABLE ENERGY INC	18,510	76,494
KRONOS WORLDWIDE INC	90,974	76,200
VINTAGE PETROLEUM INC	7,990	0
NORTHERN ORION RESOURCES	95,474	0
ALCOA INC	180,040	212,600
DENISON MINES CORP	0	4,260
FISSION URANIUM CORP	0	10,100
PHILLIPS 66 COM	0	424,215

TY 2013 Investments - Other Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION
EIN: 20-3450991

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MAVERICK LEVERED FUND	AT COST	1,750,000	5,332,482
ARCHIPELAGO HOLDINGS LTD	AT COST	1,900,544	2,566,725
PLACER CREEK INVESTORS (BERMUDA) LTD	AT COST	2,135,184	2,194,749
GREENLIGHT CAPITAL OFFSHORE	AT COST	1,500,000	1,726,512
DORSET ENERGY FUND LTD	AT COST	1,000,000	2,568,186
BAY POND	AT COST	3,135,183	6,549,943
TIGER GLOBAL FUND LLC	AT COST	1,045,589	2,342,045
PLATINUM EQUITY CAPITAL PARTNER	AT COST	1,914,184	7,500,623
MAPLE LEAF OFFSHORE	AT COST	1,000,000	180,985
BGBMD ENTERPRISES	AT COST	759,404	2,000,000
ITHAN CREEK	AT COST	1,716,666	2,301,627
ALDEN GLOBAL DISTRESSED OPPORTUNITIES FUND	AT COST	2,136,871	4,928,889
ARTIS PARTNERS 2X LTD.	AT COST	0	5,852
PFM HEALTHCARE OFFSHORE FUND LTD	AT COST	1,000,000	1,575,033
ALDEN GLOBAL VALUE	AT COST	3,000,000	4,067,743
THIRD POINT	AT COST	2,218,672	4,110,443
EQUINOX PARTNERS LP	AT COST	2,000,000	1,544,802
ALKEON GROWTH OFFSHORE	AT COST	1,000,000	1,338,272
GAINS COMMODITY PLUS LP	AT COST	0	0
VINCI CAPITAL PARTNERS II-A LP	AT COST	3,300,674	2,622,139
MILLENNIUM INTERNATIONAL LTD	AT COST	4,000,000	4,984,580
BARNEGAT INVESTMENTS LTD	AT COST	3,245,841	3,403,341
IRONSIDES PARTNERS OPPORTUNITY OFFSHORE FUND LTD	AT COST	4,000,000	4,054,995
PROSPERITY QUEST DIVERSIFIED FUND	AT COST	4,000,000	3,872,982
SOUTHPORT ENERGY PLUS OFFSHORE FUND INC	AT COST	394,289	0
BTG PACTUAL GLOBAL EMERGING MARKETS AND MACRO FUND LTD	AT COST	3,000,000	4,116,171
CAMCAP ENERGY OFFSHORE FUND LTD	AT COST	2,000,000	1,541,923
GLOBAL UNDERVALUED SECURITIES FUND LTD	AT COST	0	0
WESTBROOK/TIGER REAL ESTATE	AT COST	0	4,464
SEER CAPITAL PARTNERS OFFSHORE	AT COST	1,170,488	1,342,465

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CANDLEWOOD SPECIAL SITUATIONS	AT COST	1,000,000	1,231,122
CHILTON CHINA OPPORTUNITIES	AT COST	1,000,000	960,423
GLOVISTA	AT COST	1,000,000	0
CITIGROUP VENTURE CAPITAL	AT COST	163	0
GREENLIGHT CAPITAL OFFSHORE	AT COST	2,000,000	4,178,189
RUSSIAN PROSPERITY FUND	AT COST	1,000,000	1,075,378
TERREBONE PARTNERS, LLC	AT COST	74,309	0
HAWKES BAY INVESTORS	AT COST	23,289	0
TRG GROWTH PARTNERSHIP	AT COST	3,279,887	4,006,731
BLACKGOLD OPPORTUNITY	AT COST	1,000,000	1,035,121
GALLEON GIM INTERNATIONAL FUND LTD	AT COST	0	11,943
GALLEON OFFSHORE LIQUIDATING TRUST	AT COST	0	145,220

TY 2013 Land, Etc. Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	859,635	0	859,635	1,158,800

TY 2013 Other Assets Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COMMODITIES - PENSON	5,158,115	4,387,535	4,387,535
MARGIN BALANCE	60,870	2,153,044	2,153,044

TY 2013 Other Expenses Schedule**Name:** BILL AND CAROL LATIMER CHARITABLE FOUNDATION**EIN:** 20-3450991

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & FEES	133,692	133,692		133,692
INVESTMENT EXPENSE	3,533	3,533		3,533
MISCELLANEOUS	709	709		709
BAD DEBT	12,500	12,500		12,500

TY 2013 Other Income Schedule

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WESTBROOK REAL ESTATE FUND	-4,056	-4,056	-4,056
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP	-47,679	-47,679	-47,679
STUDENT LOAN PAYMENTS	87,537	87,537	87,537
OTHER INCOME	6,122	6,122	6,122
PENSON SECTION 1256 CONTRACT LOSSES	254,420	254,420	254,420
ITHAN CREEK PFIC	219,784	219,784	219,784
ALDEN	0	0	0
BAY POND PFIC	45,277	45,277	45,277
PLACER CREEK PFIC	45,277	45,277	45,277
TERREBONE PFIC	45,277	45,277	45,277
TIGER GLOBAL PFIC	3,510	3,510	3,510
ARGONAUT GLOBAL	0	0	0
VINCI CAPITAL	-73,807	-73,807	-73,807
GAINS COMMODITY PLUS LP	-6,923	-6,923	-6,923
YELLOW CORN	8,355	8,355	8,355
SOYBEANS	35,904	35,904	35,904
CASTLEROCK	0	0	0
KINETICS FUND	0	0	0
ARCHIPELAGO PFIC	34,768	34,768	34,768
HAWKES BAY INVESTORS PFIC	5,472	5,472	5,472
GALLEON TECHNOLOGY	2,985	2,985	2,985
LANDMARK EQUITY PARTNERS	1,909	1,909	1,909
SEER PFIC INCOME	75,830	75,830	75,830

TY 2013 Taxes Schedule**Name:** BILL AND CAROL LATIMER CHARITABLE FOUNDATION**EIN:** 20-3450991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	45,548	45,548		45,548
FOREIGN TAX PAID	48,262	48,262		48,262
REAL ESTATE TAXES	5,887	5,887		5,887

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmnt

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
INCOME NOTES	0	20	12-31-2013	20

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmnt

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
INCOME NOTES	0	29	06-26-2013	29

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmnt

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
INCOME NOTES	0	35	02-20-2013	35

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmt

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
INCOME NOTES	0	33	07-09-2013	33

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmnt

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
EQUITY	0	28	12-31-2013	28

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmt

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
INCOME NOTES	0	19	12-26-2012	19

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 ShareholdersStockOwnershipStmt

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Class of Stock Owned by the Shareholder at the Beginning of its Tax Year	Number of Shares Owned by the Shareholder at the Beginning of its Tax Year	Change to the Number of Shares Owned	Date of Changes	Number of Shares at End of Year
INCOME NOTES	0	25	11-01-2012	25

TY 2013 Taxation of Excess Distribution Statement

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Statement: DATE STOCK ACQUIRED = 12/26/2012 DATE STOCK DISPOSED OR
DISTRIBUTED = 01/01/2013

TY 2013 Taxation of Excess Distribution Statement

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

Statement: DATE STOCK ACQUIRED = 11/01/2012 DATE STOCK DISPOSED OR
DISTRIBUTED = 01/01/2013

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Functional Currency and Exchange Rate QBU Statement

Name: BILL AND CAROL LATIMER CHARITABLE FOUNDATION

EIN: 20-3450991

QBU Id	Country of Operation	Functional Currency
USD		1