

2005 TAX RETURN

Government Copy

Client: 7950

Prepared for: Gilmore Sanitarium Inc.
Gilmore Foundation Inc.
P.O. Box 459
Amory, MS 38821
662-257-2395

Prepared by: Gary Franks
Franks, Franks & Jarrell, P.A.
P.O. Box 355
Fulton, MS 38843
(601) 862-4967

Date: June 6, 2007

Comments:

Route to: _____

FRANKS, FRANKS & JARRELL, P.A.
P.O. BOX 355
FULTON, MS 38843
(601) 862-4967

June 6, 2007

Gilmore Sanitarium Inc.
Gilmore Foundation Inc.
P.O. Box 459
Amory, MS 38821

Dear Client:

Enclosed is your 2005 Federal Return of Private Foundation. The original should be signed at the bottom of page twelve. No tax is payable with the filing of this return. There is an overpayment of \$988, of which \$988 has been applied to your 2006 estimated tax. Mail your Federal return on or before April 16, 2007 to:

INTERNAL REVENUE SERVICE
OGDEN, UT 84201-0027

Your estimated tax schedule for 2006 is listed below:

Due Date		990-PF
10/16/06	\$	2,889
11/15/06		0
2/15/07		0
5/15/07		0
	\$	----- 2,889

Deposit all federal estimated tax payments when due, along with a Federal Tax Deposit Coupon (Form 8109), to a bank qualified as a depository for Federal taxes.

Please be sure to call us if you have any questions.

Sincerely,

Gary Franks

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

2005

Department of the Treasury
Internal Revenue Service

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

For calendar year 2005, or tax year beginning 6/01, **2005, and ending** 5/31, 2006

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Gilmore Sanitarium Inc. Gilmore Foundation Inc. P.O. Box 459 Amory, MS 38821	A Employer identification number 64-0331636 B Telephone number (see instructions) 662-257-2395 C If exemption application is pending, check here. <input type="checkbox"/> D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 31,887,142.		J Accounting method: <input type="checkbox"/> Cash <input checked="" 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 (att sch.)	32,000,789.				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments	580,788.	580,788.			
	4 Dividends and interest from securities	17,570.	17,570.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	74,356.				
	b Gross sales price for all assets on line 6a	1,126,083.				
	7 Capital gain net income (from Part IV, line 2)					
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less: Cost of goods sold						
c Gross profit/(loss) (att sch.)						
11 Other income (attach schedule)	See Statement 1	2,599.	2,599.			
12 Total. Add lines 1 through 11		32,676,102.	600,957.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	40,750.				
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)	See St. 2	44,423.	44,423.		
	b Accounting fees (attach sch.)	See St. 3	190.	190.		
	c Other prof fees (attach sch.)	See St. 4	50,417.	50,417.		
	17 Interest					
	18 Taxes (attach schedule)	See Stmt. 5	5,119.	5,119.		
	19 Depreciation (attach schedule) and depletion		1,339.			
	20 Occupancy		1,245.	1,245.		
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)	See Statement 6				
	24 Total operating and administrative expenses. Add lines 13 through 23		142,545.	100,456.		
	25 Contributions, gifts, grants paid Part XV		1,492,956.			1,492,956.
26 Total expenses and disbursements. Add lines 24 and 25		1,635,501.	100,456.	0.	1,492,956.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		31,040,601.				
b Net investment income (if negative, enter -0-)			500,501.			
c Adjusted net income (if negative, enter -0-)				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		
A s s e t s	1	Cash — non-interest-bearing	4,342.			
	2	Savings and temporary cash investments		30,626,618.	30,627,353.	
	3	Accounts receivable	61,921.			
		Less: allowance for doubtful accounts		61,921.	61,921.	
	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 sch)	1,000,000.			
		Less: allowance for doubtful accounts		1,000,000.	1,000,000.	
	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)				
	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)	942,180.				
14	Land, buildings, and equipment: basis	20,224.				
	Less: accumulated depreciation (attach schedule) See Stmt 7	7,359.	5,604.	12,865.	197,783.	
15	Other assets (describe See Statement 8)	85.		177,644.	85.	
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item l)		952,211.	31,879,048.	31,887,142.	
L i a b i l i t i e s	17	Accounts payable and accrued expenses	14,300.	87,318.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)	5.			
	23	Total liabilities (add lines 17 through 22)		14,305.	87,318.	
N e t A s s e t B a l a n c e s	Organizations 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				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	937,906.	31,791,730.		
30	Total net assets or fund balances (see instructions)		937,906.	31,791,730.		
31	Total liabilities and net assets/fund balances (see instructions)		952,211.	31,879,048.		

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	937,906.
2	Enter amount from Part I, line 27a	2	31,040,601.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	31,978,507.
5	Decreases not included in line 2 (itemize) See Statement 9	5	186,777.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	31,791,730.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2004	123,047.	978,380.	0.125766
2003	46,196.	954,870.	0.048379
2002	36,000.	919,754.	0.039141
2001	25,000.	937,669.	0.026662
2000	52,000.	989,669.	0.052543

2 Total of line 1, column (d)	2	0.292491
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	0.058498
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5.	4	15,641,231.
5 Multiply line 4 by line 3	5	914,981.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,005.
7 Add lines 5 and 6	7	919,986.
8 Enter qualifying distributions from Part XII, line 4.	8	1,492,956.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary— see instructions)			
b Domestic organizations 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	5,005.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2.		3	5,005.
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	5,005.
6 Credits/Payments:			
a 2005 estimated tax pmts and 2004 overpayment credited to 2005	6a		
b Exempt foreign organizations — tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	6,000.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	6,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	988.	
11 Enter the amount on line 10 to be: Credited to 2006 estimated tax Refunded	11	988. 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		X
<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 organization in connection with the activities.</i>		
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization . . . ▶ \$ <u>0.</u> (2) On organization managers . . . ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers . . . ▶ \$ <u>0.</u>		
2 Has the organization engaged in any activities that have not previously been reported to the IRS?		X
<i>If 'Yes,' attach a detailed description of the activities.</i>		
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
<i>If 'Yes,' attach the statement required by General Instruction T.</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions).		
<u>N/A</u>		
b If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year?		X
<i>If 'Yes,' attach a schedule listing their names and addresses.</i>		
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?	X	
Web site address ▶ <u>N/A</u>		
12 The books are in care of ▶ <u>Danny Spreitler</u> Telephone no. ▶ <u>662-257-2395</u> Located at ▶ <u>205 North Main P.O. Box 702 Amory Ms,</u> ZIP + 4 ▶ <u>38821</u>		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here		N/A
and enter the amount of tax-exempt interest received or accrued during the year		13 <u>N/A</u>

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
1 a During the year did the organization (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 organization 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 instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the organization 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 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <input type="checkbox"/> 20__ , 20__ , 20__ , 20__ .		
b Are there any years listed in 2a for which the organization 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> 20__ , 20__ , 20__ , 20__ .		
3 a Did the organization 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 2005 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2005.</i>) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3 b	N/A
4 a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4 a	X
b Did the organization 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 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4 b	X
5 a During the year did the organization 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)? <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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5 b	N/A
c If the answer is 'Yes' to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). N/A		
6 a Did the organization, 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 organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered 'Yes' to 6b, also file Form 8870.	6 b	X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		40,750.	0.	0.

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

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

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

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 ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 <u>N/A</u>	
2	
All other program-related investments. See 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	1 a	14,911,014.
b Average of monthly cash balances	1 b	886,610.
c Fair market value of all other assets (see instructions)	1 c	81,798.
d Total (add lines 1a, b and c)	1 d	15,879,422.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	15,879,422.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	238,191.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,641,231.
6 Minimum investment return. Enter 5% of line 5	6	782,062.

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	782,062.
2a Tax on investment income for 2005 from Part VI, line 5	2 a	5,005.
b Income tax for 2005. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	5,005.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	777,057.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	777,057.
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	777,057.

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	1 a	1,492,956.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,492,956.
5 Organizations 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	5,005.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,487,951.

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 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7.....				777,057.
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only.....			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2005:				
a From 2000.....	3,566.			
b From 2001.....				
c From 2002.....				
d From 2003.....				
e From 2004.....	74,984.			
f Total of lines 3a through e.....	78,550.			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$ 1,492,956.				
a Applied to 2004, 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 2005 distributable amount.....				777,057.
e Remaining amount distributed out of corpus...	715,899.			
5 Excess distributions carryover applied to 2005..... (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.....	794,449.			
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 2004. Subtract line 4a from line 2a. Taxable amount – see instructions.....			0.	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006.....				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions).....	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see instructions)...	3,566.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a.....	790,883.			
10 Analysis of line 9:				
a Excess from 2001.....				
b Excess from 2002.....				
c Excess from 2003.....				
d Excess from 2004.....	74,984.			
e Excess from 2005.....	715,899.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, enter the date of the ruling.					▶
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					▶
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
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 XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- None
-
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- None
-
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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:
- Danny Spreitler
PO Box 702
Amory, MS 38821
-
- b** The form in which applications should be submitted and information and materials they should include:
- Applications should be submitted online at www.gilmorefoundation.org.
-
- c** Any submission deadlines:
- January 15, 2007
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- Awards are only granted to Organizations in Monroe County, MS.

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 See Statement 11				
Total ▶ 3a				1,492,956.
b Approved for future payment				
Total ▶ 3b				

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

2005

Name **Gilmore Sanitarium Inc.
Gilmore Foundation Inc.**

Employer identification number
64-0331636

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1	Total tax (see instructions)	1	5,005.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for Federal tax paid on fuels (see instructions)		
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	5,005.
4	Enter the tax shown on the corporation's 2004 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.	4	428.
5	Required Annual Payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3.	5	428.

Part II Reasons for Filing — Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220, even if it does not owe a penalty (see instructions).	
<input type="checkbox"/>	6 The corporation is using the adjusted seasonal installment method.
<input type="checkbox"/>	7 The corporation is using the annualized income installment method.
<input type="checkbox"/>	8 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment		(a)	(b)	(c)	(d)
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990 – PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	10/15/05	11/15/05	2/15/06	5/15/06
10	Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	107.	107.	107.	107.
11	Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15				
Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column				
13	Add lines 11 and 12				
14	Add amounts on lines 16 and 17 of the preceding column		107.	214.	321.
15	Subtract line 14 from line 13. If zero or less, enter -0-	0.	0.	0.	0.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		107.	214.	
17	Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	107.	107.	107.	107.
18	Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 – no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)	
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19	10/15/06	10/15/06	10/15/06	10/15/06
20 Number of days from due date of installment on line 9 to the date shown on line 19.	20	365	334	242	153
21 Number of days on line 20 after 4/15/2005 and before 10/1/2005.	21				
22 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 21}}{365} \times 6\%$	22				
23 Number of days on line 20 after 9/30/2005 and before 4/1/2006.	23	167	136	44	
24 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 23}}{365} \times 7\%$	24	3.43	2.79	0.90	
25 Number of days on line 20 after 3/31/2006 and before 7/1/2006.	25	91	91	91	46
26 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 25}}{365} \times 0\%$	26				
27 Number of days on line 20 after 6/30/2006 and before 10/1/2006.	27	92	92	92	92
28 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 27}}{365} \times 0\%$	28				
29 Number of days on line 20 after 9/30/2006 and before 1/1/2007.	29	15	15	15	15
30 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 29}}{365} \times 0\%$	30				
31 Number of days on line 20 after 12/31/2006 and before 2/16/2007.	31				
32 Underpayment on line 17 <input checked="" type="checkbox"/> $\frac{\text{Number of days on line 31}}{365} \times \%$	32				
33 Add lines 22, 24, 26, 28, 30, and 32	33	3.43	2.79	0.90	
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120, line 33; Form 1120-A, line 29; or the comparable line for other income tax returns	34				7.

***For underpayments paid after March 31, 2006:** For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Statement 1
Form 990-PF, Part I, Line 11
Other Income

Other Investment Income.....		\$	2,599.
	Total	\$	<u>2,599.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
.....	\$ 44,423.	\$ 44,423.		
Total	<u>\$ 44,423.</u>	<u>\$ 44,423.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
.....	\$ 190.	\$ 190.		
Total	<u>\$ 190.</u>	<u>\$ 190.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
.....	\$ 11,460.	\$ 11,460.		
.....	38,957.	38,957.		
Total	<u>\$ 50,417.</u>	<u>\$ 50,417.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Taxes.....	\$ 5,119.	\$ 5,119.		
Total	<u>\$ 5,119.</u>	<u>\$ 5,119.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Gilmore Sanitarium Inc.
Gilmore Foundation Inc.

64-0331636

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous.....	\$ -5,505.	\$ -5,505.		
Other Salaries.....	4,167.	4,167.		
Repairs.....	400.	400.		
Total	<u>\$ -938.</u>	<u>\$ -938.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 8,772.	\$ 1,462.	\$ 7,310.	\$ 8,772.
Buildings	6,702.	5,897.	805.	184,261.
Land	4,750.		4,750.	4,750.
Total	<u>\$ 20,224.</u>	<u>\$ 7,359.</u>	<u>\$ 12,865.</u>	<u>\$ 197,783.</u>

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Construction in Progress.....	\$ 177,559.	\$ 85.
Meter Deposits.....	85.	
Total	<u>\$ 177,644.</u>	<u>\$ 85.</u>

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized income per K-1.....	\$ 48,167.
Unrealized loss on Investments.....	138,610.
Total	<u>\$ 186,777.</u>

Gilmore Sanitarium Inc.
Gilmore Foundation Inc.

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Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
C Herman Hester 801 12th Avenue North Amory, MS 38821	President None	\$ 9,500.	\$ 0.	\$ 0.
William T (Skip) Miles Jr P.O. Box 606 Amory, MS 38821	Vice President None	6,250.	0.	0.
Ivan O. (Buddy) Bryant Jr. 808 Town And Country Lane Amory, MS 38821	Secretary None	6,250.	0.	0.
Phillip Roberts P.O. Box 36 Amory, MS 38821	Director None	6,250.	0.	0.
Larry Clark P.O. Box 789 Amory, MS 38821	Director None	6,250.	0.	0.
Robert Cole MD 601 Meadowbrook Circle Amory, MS 38821	Director None	6,250.	0.	0.
Douglas (Pete) Patterson 907 James Street Amory, MS 38821	Director None	0.	0.	0.
		Total \$ 40,750.	\$ 0.	\$ 0.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
First United Methodist Church 301 2nd Avenue South Amory Ms 38821,		N/A	To Assist Local Church	\$ 939,319.
Amory Regional Museum 715 South Third Street Amory Ms 38821,		N/A	To Assist A Local Museum	330,000.

Gilmore Sanitarium Inc.
Gilmore Foundation Inc.

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Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Amory Youth Sports Associatio 905 9th Avenue North Amory Ms 38821,		N/A	To Assist the local School District	\$ 25,000.
Monroe County Youth Court P.O. Box 57 Amory , Ms 38821			Truck and Trailer for Montoe County Youth Court	25,241.
United Way P.O. Box 131 Amory , Ms 38821			Promote Railroad festival	10,000.
Amory Food Pantry 123 South Main Street Amory , Ms 38821			Freezer For Food Pantry	17,154.
City Amory P.O. Box 457 Amory, Ms 38821			Warning System For City	138,210.
Town of Hatley 60279 Hatley Road Amory , Ms 38821			K-9 Search And Rescue Unit	6,000.
Hurricane Katricana Relief Fu Amory , Ms			Hurricane Victims	1,032.
GHM Amory , Ms 38821				1,000.
Total				<u>\$ 1,492,956.</u>