

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2007

Open to Public Inspection

Department of the Treasury Internal Revenue Service(77)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning 7/01, 2007, and ending 6/30, 2008

- B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending

C NASHVILLE AREA HABITAT FOR HUMANITY, INC. 1006 EIGHTH AVENUE SOUTH NASHVILLE, TN 37203

D Employer Identification Number 58-1636286 E Telephone number (615) 254-4663 F Accounting method: Cash, Accrual, Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

- H and I are not applicable to section 527 organizations. H (a) Is this a group return for affiliates? H (b) If 'Yes,' enter number of affiliates. H (c) Are all affiliates included? H (d) Is this a separate return filed by an organization covered by a group ruling?

G Web site: WWW.HABITATNASHVILLE.ORG

J Organization type (check only one) 501(c) 3 (insert no.) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 13,425,315.

I Group Exemption Number M Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Table with columns for Revenue, Expenses, and Net Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities; 6a-6c Gross rents, rental expenses, and net rental income; 7 Other investment income; 8a-8d Gross amount from sales of assets other than inventory; 9 Special events and activities; 10a-10c Gross sales of inventory, less returns and allowances; 11 Other revenue; 12 Total revenue; 13-17 Program services, management and general, fundraising, and payments to affiliates; 18 Excess or (deficit) for the year; 19-21 Net assets or fund balances.

**Part I Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. See instructions.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
<b>22a</b> Grants paid from donor advised funds (attach sch) (cash \$ _____) non-cash \$ _____ If this amount includes foreign grants, check here. <input type="checkbox"/> .....	<b>22a</b>			
<b>22b</b> Other grants and allocations (att sch) SEE STM 5 (cash \$ 87,996.) non-cash \$ _____ If this amount includes foreign grants, check here. <input type="checkbox"/> .....	<b>22b</b>	87,996.	87,996.	
<b>23</b> Specific assistance to individuals (attach schedule).....	<b>23</b>			
<b>24</b> Benefits paid to or for members (attach schedule).....	<b>24</b>			
<b>25a</b> Compensation of current officers, directors, key employees, etc. listed in Part V-A.....	<b>25a</b>	546,224.	409,534.	29,850.
<b>b</b> Compensation of former officers, directors, key employees, etc. listed in Part V-B.....	<b>25b</b>	0.	0.	0.
<b>c</b> Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).....	<b>25c</b>	0.	0.	0.
<b>26</b> Salaries and wages of employees not included on lines 25a, b, and c.....	<b>26</b>	1,632,641.	1,224,081.	89,221.
<b>27</b> Pension plan contributions not included on lines 25a, b, and c.....	<b>27</b>			
<b>28</b> Employee benefits not included on lines 25a - 27.....	<b>28</b>	391,430.	300,183.	23,271.
<b>29</b> Payroll taxes.....	<b>29</b>	169,471.	127,059.	9,259.
<b>30</b> Professional fundraising fees.....	<b>30</b>			
<b>31</b> Accounting fees.....	<b>31</b>			
<b>32</b> Legal fees.....	<b>32</b>			
<b>33</b> Supplies.....	<b>33</b>	34,422.	22,794.	3,712.
<b>34</b> Telephone.....	<b>34</b>	46,293.	35,678.	2,543.
<b>35</b> Postage and shipping.....	<b>35</b>	32,539.	10,556.	2,093.
<b>36</b> Occupancy.....	<b>36</b>	272,535.	244,142.	28,393.
<b>37</b> Equipment rental and maintenance.....	<b>37</b>	96,184.	92,104.	1,858.
<b>38</b> Printing and publications.....	<b>38</b>	538,663.	8,381.	1,484.
<b>39</b> Travel.....	<b>39</b>	2,416.	2,334.	82.
<b>40</b> Conferences, conventions, and meetings.....	<b>40</b>	7,528.	1,092.	4,104.
<b>41</b> Interest.....	<b>41</b>	153,478.	131,151.	22,327.
<b>42</b> Depreciation, depletion, etc (attach schedule).....	<b>42</b>	101,254.		101,254.
<b>43</b> Other expenses not covered above (itemize): <b>a</b> SEE STATEMENT 6.....	<b>43a</b>	6,949,682.	6,434,252.	198,957.
<b>b</b> .....	<b>43b</b>			
<b>c</b> .....	<b>43c</b>			
<b>d</b> .....	<b>43d</b>			
<b>e</b> .....	<b>43e</b>			
<b>f</b> .....	<b>43f</b>			
<b>g</b> .....	<b>43g</b>			
<b>44</b> Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15).....	<b>44</b>	11,062,756.	9,131,337.	518,326.

**Joint Costs.** Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No  
 If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_; (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_.

**Part III** Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 7  
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; but optional for others.)

**a** SEE STATEMENT 8  
-----  
-----  
-----  
(Grants and allocations \$ 87,996. ) If this amount includes foreign grants, check here ... ▶

9,131,337.

**b**  
-----  
-----  
-----  
(Grants and allocations \$ ) If this amount includes foreign grants, check here ... ▶

**c**  
-----  
-----  
-----  
(Grants and allocations \$ ) If this amount includes foreign grants, check here ... ▶

**d**  
-----  
-----  
-----  
(Grants and allocations \$ ) If this amount includes foreign grants, check here ... ▶

**e** Other program services.....  
(Grants and allocations \$ ) If this amount includes foreign grants, check here ... ▶

**f** Total of Program Service Expenses (should equal line 44, column (B), Program services) ..... ▶

9,131,337.

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**Part IV Balance Sheets** (See the instructions.)

**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
ASSETS	45 Cash — non-interest-bearing .....	12,533.	45	21,548.
	46 Savings and temporary cash investments .....	611,114.	46	570,872.
	47a Accounts receivable .....		47a	
	b Less: allowance for doubtful accounts .....		47b	47c
	48a Pledges receivable .....	1,000,295.	48a	
	b Less: allowance for doubtful accounts .....	62,750.	48b	48c
	49 Grants receivable .....	838,365.	49	937,545.
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule) .....	251,000.	50a	605,331.
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule) .....		50b	
	51a Other notes and loans receivable (attach schedule) .....	SEE ST. 9	51a	11,576,580.
	b Less: allowance for doubtful accounts .....		51b	
	52 Inventories for sale or use .....	9,420,324.	52	11,576,580.
	53 Prepaid expenses and deferred charges .....	190,989.	53	186,346.
	54a Investments — publicly-traded securities ... STMT. 10 ..	71,143.	54a	75,550.
	b Investments — other securities (attach sch) .....		54b	1,054.
	55a Investments — land, buildings, & equipment: basis ..		55a	
	b Less: accumulated depreciation (attach schedule) .....		55b	55c
	56 Investments — other (attach schedule) .....		56	
	57a Land, buildings, and equipment: basis .....	695,406.	57a	
	b Less: accumulated depreciation (attach schedule) .....	STATEMENT 11	57b	347,412.
58 Other assets, including program-related investments (describe ► SEE STATEMENT 12) ..	320,920.	57c	347,994.	
59 <b>Total assets</b> (must equal line 74). Add lines 45 through 58 .....	3,189,847.	58	7,145,725.	
60 Accounts payable and accrued expenses .....	14,906,235.	59	21,468,545.	
61 Grants payable .....	584,952.	60	629,966.	
62 Deferred revenue .....		61		
63 Loans from officers, directors, trustees, and key employees (attach schedule) .....	3,761,099.	62	4,112,505.	
64a Tax-exempt bond liabilities (attach schedule) .....		63		
b Mortgages and other notes payable (attach schedule) .....	SEE STATEMENT 13	64a		
65 Other liabilities (describe ► SEE STATEMENT 14) ..	4,508,631.	64b	8,112,012.	
66 <b>Total liabilities.</b> Add lines 60 through 65 .....	199,369.	65	273,783.	
67 <b>Total liabilities and net assets/fund balances.</b> Add lines 60 through 65 .....	9,054,051.	66	13,128,266.	
<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
67 Unrestricted .....	3,333,105.	67	4,159,746.	
68 Temporarily restricted .....	2,519,079.	68	4,180,533.	
69 Permanently restricted .....		69		
<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> and complete lines 70 through 74.				
70 Capital stock, trust principal, or current funds .....		70		
71 Paid-in or capital surplus, or land, building, and equipment fund .....		71		
72 Retained earnings, endowment, accumulated income, or other funds .....		72		
73 <b>Total net assets or fund balances.</b> Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21) .....	5,852,184.	73	8,340,279.	
74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73 .....	14,906,235.	74	21,468,545.	

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**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return** (See the instructions.)

<b>a</b>	Total revenue, gains, and other support per audited financial statements.....		<b>a</b>	13,426,604.
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 12:			
	1 Net unrealized gains on investments.....	<b>b1</b>		
	2 Donated services and use of facilities.....	<b>b2</b>	2,043.	
	3 Recoveries of prior year grants.....	<b>b3</b>		
	4 Other (specify): SEE STM 15	<b>b4</b>	93,886.	
	Add lines <b>b1</b> through <b>b4</b> .....			<b>b</b> 95,929.
<b>c</b>	Subtract line <b>b</b> from line <b>a</b> .....			<b>c</b> 13,330,675.
<b>d</b>	Amounts included on Part I, line 12, but not on line <b>a</b> :			
	1 Investment expenses not included on Part I, line 6b.....	<b>d1</b>		
	2 Other (specify):	<b>d2</b>		
	Add lines <b>d1</b> and <b>d2</b> .....			<b>d</b>
<b>e</b>	<b>Total revenue</b> (Part I, line 12). Add lines <b>c</b> and <b>d</b> .....			<b>e</b> 13,330,675.

**Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return**

<b>a</b>	Total expenses and losses per audited financial statements.....		<b>a</b>	11,158,685.
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 17:			
	1 Donated services and use of facilities.....	<b>b1</b>	2,043.	
	2 Prior year adjustments reported on Part I, line 20.....	<b>b2</b>		
	3 Losses reported on Part I, line 20.....	<b>b3</b>		
	4 Other (specify): SEE STMT 16	<b>b4</b>	93,886.	
	Add lines <b>b1</b> through <b>b4</b> .....			<b>b</b> 95,929.
<b>c</b>	Subtract line <b>b</b> from line <b>a</b> .....			<b>c</b> 11,062,756.
<b>d</b>	Amounts included on Part I, line 17, but not on line <b>a</b> :			
	1 Investment expenses not included on Part I, line 6b.....	<b>d1</b>		
	2 Other (specify):	<b>d2</b>		
	Add lines <b>d1</b> and <b>d2</b> .....			<b>d</b>
<b>e</b>	<b>Total expenses</b> (Part I, line 17). Add lines <b>c</b> and <b>d</b> .....			<b>e</b> 11,062,756.

**Part V-A Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 17		546,224.	45,745.	4,482.

**Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)**

	Yes	No
<b>75 a</b> Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings . . . . . <b>34</b>		
<b>b</b> Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If 'Yes,' attach a statement that identifies the individuals and explains the relationship(s) . . . . .	<b>75 b</b>	X
<b>c</b> Do any officers, directors, trustees, or key employees listed in form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of 'related organization' . . . . . If 'Yes,' attach a statement that includes the information described in the instructions.	<b>75 c</b>	X
<b>d</b> Does the organization have a written conflict of interest policy? . . . . .	<b>75 d</b>	X

**Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
NONE				

**Part VI Other Information (See the instructions.)**

	Yes	No
<b>76</b> Did the organization make a change in its activities or methods of conducting activities? If 'Yes,' attach a detailed statement of each change . . . . .	<b>76</b>	X
<b>77</b> Were any changes made in the organizing or governing documents but not reported to the IRS? . . . . . If 'Yes,' attach a conformed copy of the changes.	<b>77</b>	X
<b>78 a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . .	<b>78 a</b>	X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>78 b</b>	N/A
<b>79</b> Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement . . . . .	<b>79</b>	X
<b>80 a</b> Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc. to any other exempt or nonexempt organization? . . . . .	<b>80 a</b>	X
<b>b</b> If 'Yes,' enter the name of the organization ► <u>N/A</u> . . . . . and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
<b>81 a</b> Enter direct and indirect political expenditures. (See line 81 instructions.) . . . . . <b>81 a</b> 0.		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .	<b>81 b</b>	X

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**Part V Other Information (continued)**

		Yes	No
<b>82 a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? .....	X	
<b>b</b>	If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) .....		
	82b 2,043.		
<b>83 a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications? .....	X	
<b>b</b>	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions? .....	X	
<b>84 a</b>	Did the organization solicit any contributions or gifts that were not tax deductible? .....		X
<b>b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? .....		
	84b N/A		
<b>85 a</b>	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members? .....		N/A
<b>b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....		N/A
	If 'Yes' was answered to either 85a or 85b, <b>do not</b> complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
<b>c</b>	Dues, assessments, and similar amounts from members .....		N/A
	85c N/A		
<b>d</b>	Section 162(e) lobbying and political expenditures .....		N/A
	85d N/A		
<b>e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices .....		N/A
	85e N/A		
<b>f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e) .....		N/A
	85f N/A		
<b>g</b>	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? .....		N/A
	85g N/A		
<b>h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? .....		N/A
	85h N/A		
<b>86</b>	501(c)(7) organizations. Enter: <b>a</b> Initiation fees and capital contributions included on line 12 .....		
	86a N/A		
<b>b</b>	Gross receipts, included on line 12, for public use of club facilities .....		
	86b N/A		
<b>87</b>	501(c)(12) organizations. Enter: <b>a</b> Gross income from members or shareholders .....		
	87a N/A		
<b>b</b>	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) .....		
	87b N/A		
<b>88 a</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX .....		X
<b>b</b>	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI .....		X
<b>89 a</b>	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0. ....		
<b>b</b>	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction .....		X
<b>c</b>	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 .....		
	▶ 0.		
<b>d</b>	Enter: Amount of tax on line 89c, above, reimbursed by the organization .....		
	▶ 0.		
<b>e</b>	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? .....		X
<b>f</b>	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract? .....		X
<b>g</b>	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? .....		X
	89g X		
<b>90 a</b>	List the states with which a copy of this return is filed ▶ TN .....		
<b>b</b>	Number of employees employed in the pay period that includes March 12, 2007 (See instructions.) .....		44
	90b 44		
<b>91 a</b>	The books are in care of ▶ JOHN MIKLICH Telephone number ▶ (615) 254-4663 Located at ▶ 1006 EIGHTH AVENUE SOUTH NASHVILLE TN ZIP + 4 ▶ 37203 .....		
<b>b</b>	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? .....		X
	If 'Yes,' enter the name of the foreign country .....		
	91b X		
	See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1</b> , Report of Foreign Bank and Financial Accounts.		

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**Part VI Other Information** (continued)

Yes	No
	X

c At any time during the calendar year, did the organization maintain an office outside of the United States? **91 c**

If 'Yes,' enter the name of the foreign country . . . ▶

**92** Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here . . . . . N/A . . . . .

and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . **92** N/A

**Part VII Analysis of Income-Producing Activities** (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
<b>93</b> Program service revenue:					
<b>a</b> SEE STATEMENT 18					4,250,243.
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b> Medicare/Medicaid payments . . . . .					
<b>g</b> Fees & contracts from government agencies . . . . .					
<b>94</b> Membership dues and assessments . . . . .					
<b>95</b> Interest on savings & temporary cash invmnts . . . . .			14	21,829.	
<b>96</b> Dividends & interest from securities . . . . .					
<b>97</b> Net rental income or (loss) from real estate:					
<b>a</b> debt-financed property . . . . .					
<b>b</b> not debt-financed property . . . . .					
<b>98</b> Net rental income or (loss) from pers prop. . . . .					
<b>99</b> Other investment income . . . . .					
<b>100</b> Gain or (loss) from sales of assets other than inventory . . . . .			1	14,246.	
<b>101</b> Net income or (loss) from special events . . . . .			1	-5,536.	
<b>102</b> Gross profit or (loss) from sales of inventory . . . . .			5	1,190,206.	
<b>103</b> Other revenue: <b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>104</b> Subtotal (add columns (B), (D), and (E)) . . . . .				1,220,745.	4,250,243.
<b>105</b> Total (add line 104, columns (B), (D), and (E)) . . . . .					5,470,988.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See the instructions.)

Line No. Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

SEE STATEMENT 19

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See the instructions.)

**a** Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions).



**Part X** Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

	Yes	No
<b>106</b> Did the reporting organization <b>make</b> any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity.....		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
<b>Totals</b>				

	Yes	No
<b>107</b> Did the reporting organization <b>receive</b> any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity.....		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
<b>Totals</b>				

	Yes	No
<b>108</b> Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?.....		X

**Please Sign Here**

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

Signature of officer: *C. McCarthy* Date: 11-10-08

Type or print name and title: C. McCarthy President CEO

**Paid Preparer's Use Only**

Preparer's signature: *AB, CPA* Date: 11-5-08 Check if self-employed:  Preparer's SSN or PTIN (See General Instruction X): N/A

Firm's name (or yours if self-employed), address, and ZIP + 4: FRASIER, DEAN & HOWARD, PLLC  
3310 WEST END AVENUE, STE. 550  
NASHVILLE, TN 37203 EIN: N/A Phone no.: (615) 383-6592

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Organization Exempt Under**  
**Section 501(c)(3)**

OMB No. 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or 4947(a)(1) Nonexempt Charitable Trust

**2007**

Department of the Treasury  
Internal Revenue Service

Supplementary Information — (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization **NASHVILLE AREA HABITAT FOR HUMANITY, INC.** Employer identification number **58-1636286**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See instructions. List each one. If there are 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 and other allowances
TRACY BEASLEY ANTIOCH, TN	MRTG SPECIALIS 35	51,026.	7,955.	420.
KELLY BROWNLEE NASHVILLE, TN	PTNR DEV SPCLS 35	67,883.	7,077.	1,607.
TORIN DOBSON MT. JULIET, TN	SYS/OFF AD DIR 40	61,407.	8,116.	480.
GARY SUMMEY MT. JULIET, TN	CONSTRUC MNGR 40	56,203.	8,061.	375.
CHARLES WILSON MT. JULIET, TN	CONSTRUC DIR 40	70,139.	8,457.	0.
Total number of other employees paid over \$50,000	0			

**Part II A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
TRIO MARKETING 168 CARPHILLY CIRCLE FRANKLIN, TN 37069	MARKETING & PR	363,833.
Total number of others receiving over \$50,000 for professional services	0	

**Part II B Compensation of the Five Highest Paid Independent Contractors for Other Services**

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter 'None.' See instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
BRUCE CONSTRUCTION 132 VALLEY GREEN DRIVE ANTIOCH, TN 37013	CONSTRUCION	245,595.
BARRY BRUCE 303 JENKINS CEMETERY RD. CENTERVILLE, TN 37033	PLUMBING	202,836.
DIVISION TWO CONSTRUCTORS, LP P.O. BOX 548 FAIRVIEW, TN 37062	LAND DEVELOPMENT	2,003,345.
LATE NIGHT ELECTRIC 1092 DEER RUN ROAD MURFREESBORO, TN 37128	ELECTRICAL	172,070.
S. B. CONCRETE P.O. BOX 424 SMYRNA, TN 37167	CEMENT FOUNDATION	210,644.
Total number of other contractors receiving over \$50,000 for other services	3	

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.**

Schedule A (Form 990 or 990-EZ) 2007

**Part III** Statements About Activities (See instructions.)

	Yes	No
<b>1</b> During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities. . . . ▶ \$ <u>N/A</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
<b>2</b> During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.)		
<b>a</b> Sale, exchange, or leasing of property?		X
<b>b</b> Lending of money or other extension of credit?		X
<b>c</b> Furnishing of goods, services, or facilities?		X
SEE FORM 990, PART V		
<b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
<b>e</b> Transfer of any part of its income or assets?		X
<b>3a</b> Did the organization make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how the organization determines that recipients qualify to receive payments.)		X
<b>b</b> Did the organization have a section 403(b) annuity plan for its employees?		X
<b>c</b> Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' attach a detailed statement		X
<b>d</b> Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?		X
<b>4a</b> Did the organization maintain any donor advised funds? If 'Yes,' complete lines 4b through 4g. If 'No,' complete lines 4f and 4g.		X
<b>b</b> Did the organization make any taxable distributions under section 4966?		N/A
<b>c</b> Did the organization make a distribution to a donor, donor advisor, or related person?		N/A
<b>d</b> Enter the total number of donor advised funds owned at the end of the tax year.		N/A
<b>e</b> Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year.		N/A
<b>f</b> Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts.		0
<b>g</b> Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year.		0.

**Part IV Reason for Non-Private Foundation Status** (See instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6  A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8  A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶ \_\_\_\_\_
- 10  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11 a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11 b  A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12  An organization that normally receives: **(1) more than 33-1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions – subject to certain exceptions, and **(2) no more than 33-1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13  An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization: ▶  
 Type I     Type II     Type III-Functionally Integrated     Type III-Other

**Provide the following information about the supported organizations.** (See instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
<b>Total</b> .....					0.

- 14  An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

**Part IV A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

**Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) .....	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)...	5,847,472.	2,902,448.	2,656,960.	1,620,024.	13,026,904.
<b>16</b> Membership fees received .....					0.
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose .....	3,291,324.	2,157,626.	1,795,882.	940,656.	8,185,488.
<b>18</b> Gross income from interest, dividends, amts rec'd from payments on securities loans (sec. 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less sec. 511 taxes) from businesses acquired by the organization after June 30, 1975 ..	35,211.	8,452.	13,560.	9,707.	66,930.
<b>19</b> Net income from unrelated business activities not included in line 18 .....					0.
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf .....					0.
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge .....					0.
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets .....					0.
<b>23</b> Total of lines 15 through 22 .....	9,174,007.	5,068,526.	4,466,402.	2,570,387.	21,279,322.
<b>24</b> Line 23 minus line 17 .....	5,882,683.	2,910,900.	2,670,520.	1,629,731.	13,093,834.
<b>25</b> Enter 1% of line 23 .....	91,740.	50,685.	44,664.	25,704.	
<b>26 Organizations described on lines 10 or 11:</b> a Enter 2% of amount in column (e), line 24 .....	N/A				<b>26a</b>
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts .....					<b>26b</b>
c Total support for section 509(a)(1) test: Enter line 24, column (e) .....					<b>26c</b>
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____					<b>26d</b>
e Public support (line 26c minus line 26d total) .....					<b>26e</b>
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) .....					<b>26f</b> %
<b>27 Organizations described on line 12:</b>					
a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year: (2006) _____ 415,097. (2005) _____ 124,928. (2004) _____ 122,850. (2003) _____ 196,750.					
b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2006) _____ 0. (2005) _____ 0. (2004) _____ 0. (2003) _____ 0.					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 8,185,488. 20 _____ 21 _____					<b>27c</b> 21,212,392.
d Add: Line 27a total .....	859,625.				<b>27d</b> 859,625.
e Public support (line 27c total minus line 27d total) .....					<b>27e</b> 20,352,767.
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ...	<b>27f</b> 21,279,322.				
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) .....					<b>27g</b> 95.65 %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) .....					<b>27h</b> 0.31 %
<b>28 Unusual Grants:</b> For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

**Part V Private School Questionnaire** (See instructions.)  
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

		N/A	
		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? .....		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? .....		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? .....		
	If 'Yes,' please describe; if 'No,' please explain. (If you need more space, attach a separate statement.)		
	-----		
	-----		
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff? .....		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....		
d	Copies of all material used by the organization or on its behalf to solicit contributions? .....		
	If you answered 'No' to any of the above, please explain. (If you need more space, attach a separate statement.)		
	-----		
	-----		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges? .....		
b	Admissions policies? .....		
c	Employment of faculty or administrative staff? .....		
d	Scholarships or other financial assistance? .....		
e	Educational policies? .....		
f	Use of facilities? .....		
g	Athletic programs? .....		
h	Other extracurricular activities? .....		
	If you answered 'Yes' to any of the above, please explain. (If you need more space, attach a separate statement.)		
	-----		
	-----		
34a	Does the organization receive any financial aid or assistance from a governmental agency? .....		
b	Has the organization's right to such aid ever been revoked or suspended? .....		
	If you answered 'Yes' to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If 'No,' attach an explanation .....		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See instructions.)  
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check  **a** if the organization belongs to an affiliated group. Check  **b** if you checked 'a' and 'limited control' provisions apply.

<b>Limits on Lobbying Expenditures</b>		(a) Affiliated group totals	(b) To be completed for all electing organizations
(The term 'expenditures' means amounts paid or incurred.)			
<b>36</b>	Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	<b>36</b>	
<b>37</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	<b>37</b>	
<b>38</b>	Total lobbying expenditures (add lines 36 and 37) .....	<b>38</b>	
<b>39</b>	Other exempt purpose expenditures .....	<b>39</b>	
<b>40</b>	Total exempt purpose expenditures (add lines 38 and 39) .....	<b>40</b>	
<b>41</b>	Lobbying nontaxable amount. Enter the amount from the following table —		
	<b>If the amount on line 40 is —</b>		
	Not over \$500,000 .....	20% of the amount on line 40 .....	
	Over \$500,000 but not over \$1,000,000 .....	\$100,000 plus 15% of the excess over \$500,000 .....	
	Over \$1,000,000 but not over \$1,500,000 .....	\$175,000 plus 10% of the excess over \$1,000,000 .....	<b>41</b>
	Over \$1,500,000 but not over \$17,000,000 .....	\$225,000 plus 5% of the excess over \$1,500,000 .....	
	Over \$17,000,000 .....	\$1,000,000 .....	
<b>42</b>	Grassroots nontaxable amount (enter 25% of line 41) .....	<b>42</b>	
<b>43</b>	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 .....	<b>43</b>	
<b>44</b>	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 .....	<b>44</b>	
<b>Caution:</b> If there is an amount on either line 43 or line 44, you must file Form 4720.			

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.  
 See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
<b>45</b> Lobbying nontaxable amount .....					
<b>46</b> Lobbying ceiling amount (150% of line 45(e)) .....					
<b>47</b> Total lobbying expenditures .....					
<b>48</b> Grassroots non-taxable amount .....					
<b>49</b> Grassroots ceiling amount (150% of line 48(e)) .....					
<b>50</b> Grassroots lobbying expenditures .....					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
<b>a</b> Volunteers .....			
<b>b</b> Paid staff or management (Include compensation in expenses reported on lines c through h.) .....			
<b>c</b> Media advertisements .....			
<b>d</b> Mailings to members, legislators, or the public .....			
<b>e</b> Publications, or published or broadcast statements .....			
<b>f</b> Grants to other organizations for lobbying purposes .....			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body .....			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means .....			
<b>i</b> Total lobbying expenditures (add lines c through h.) .....			

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.

**Part VII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a** Transfers from the reporting organization to a noncharitable exempt organization of:

	Yes	No
51 a (i)		X
a (ii)		X
b (i)		X
b (ii)		X
b (iii)		X
b (iv)		X
b (v)		X
b (vi)		X
c		X

(i) Cash .....

(ii) Other assets .....

**b** Other transactions:

(i) Sales or exchanges of assets with a noncharitable exempt organization .....

(ii) Purchases of assets from a noncharitable exempt organization .....

(iii) Rental of facilities, equipment, or other assets .....

(iv) Reimbursement arrangements .....

(v) Loans or loan guarantees .....

(vi) Performance of services or membership or fundraising solicitations .....

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

**b** If 'Yes,' complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		



**STATEMENT 1**  
**FORM 990, PART I, LINE 8**  
**NET GAIN (LOSS) FROM NONINVENTORY SALES**

OTHER ASSETS

DESCRIPTION:	SALE OF EQUIPMENT		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		0.	
COST OR OTHER BASIS:		166,622.	
BASIS METHOD:	COST		
DEPRECIATION:		165,868.	
			GAIN (LOSS) -754.

DESCRIPTION:	SALE OF EASEMENT		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:		15,000.	
COST OR OTHER BASIS:		0.	
BASIS METHOD:	COST		
			GAIN (LOSS) 15,000.

TOTAL GAIN (LOSS) OTHER ASSETS \$ 14,246.

TOTAL NET GAIN (LOSS) FROM NONINVENTORY SALES \$ 14,246.

**STATEMENT 2**  
**FORM 990, PART I, LINE 9**  
**NET INCOME (LOSS) FROM SPECIAL EVENTS**

SPECIAL EVENTS	GROSS RECEIPTS	LESS CONTRI- BUTIONS	GROSS REVENUE	LESS DIRECT EXPENSES	NET INCOME (LOSS)
GOLF CHALLENGE	152,353.	64,003.	88,350.	7,500.	80,850.
HOUSES OF HOPE LUNCHEON	100,127.	100,127.	0.	86,386.	-86,386.
TOTAL	<u>\$ 252,480.</u>	<u>\$ 164,130.</u>	<u>\$ 88,350.</u>	<u>\$ 93,886.</u>	<u>\$ -5,536.</u>

**STATEMENT 3**  
**FORM 990, PART I, LINE 10**  
**GROSS PROFIT (LOSS) FROM SALES OF INVENTORY**

HOME STORE SALES.....	\$ 1,190,206.
GROSS SALES.....	<u>\$ 1,190,206.</u>
LESS RETURNS & ALLOWANCES.....	<u>0.</u>
NET SALES.....	\$ 1,190,206.
LESS COST OF GOODS SOLD.....	<u>0.</u>
GROSS PROFIT FROM SALES OF INVENTORY.....	<u>\$ 1,190,206.</u>

**STATEMENT 4**  
**FORM 990, PART I, LINE 20**  
**OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

TRANSFER OF NET ASSETS DUE TO MERGER (SEE ATTACHMENT) .....	\$	220,176.
TOTAL	\$	<u>220,176.</u>

**STATEMENT 5**  
**FORM 990, PART II, LINE 22B**  
**OTHER GRANTS AND ALLOCATIONS**

CASH GRANTS AND ALLOCATIONS

DONEE'S NAME:	HABITAT FOR HUMANITY INT'L		
AMOUNT GIVEN:		\$	87,996.

NONCASH GRANTS AND ALLOCATIONS

TOTAL GRANTS AND ALLOCATIONS	\$	<u>87,996.</u>
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**STATEMENT 6**  
**FORM 990, PART II, LINE 43**  
**OTHER EXPENSES**

	(A) <u>TOTAL</u>	(B) <u>PROGRAM SERVICES</u>	(C) <u>MANAGEMENT &amp; GENERAL</u>	(D) <u>FUNDRAISING</u>
ACTIVITIES	38,182.	17,478.	2,515.	18,189.
ADVERTISING	79,550.	2,358.	1,310.	75,882.
AUTO	69,323.	59,370.	905.	9,048.
BAD DEBT EXPENSE	58,673.		58,673.	
BANK CHARGES	32,761.	23,296.	9,465.	
CONSTRUCTION COSTS	4,038,627.	4,038,627.		
CONTRACT LABOR	41,849.	29,985.	3,344.	8,520.
CREDIT COUNSELING	3,246.	3,246.		
DECONSTRUCTION	3,217.	3,217.		
DUES & SUBSCRIPTIONS	40,010.	32,114.	2,750.	5,146.
EQUIPMENT RENTAL	79,167.	35,189.	18,846.	25,132.
GROUNDS MAINTENANCE	24,550.	24,550.		
INSURANCE	34,641.	29,909.	1,450.	3,282.
LICENSES, PERMITS, FEES	32,983.	32,533.	150.	300.
MEALS & ENTERTAINMENT	33,226.	10,056.	6,802.	16,368.
MISCELLANEOUS	32,447.	7,772.	14,161.	10,514.
MORTGAGE DISCOUNTS	1,882,696.	1,882,696.		
OFFICE EXPENSE	40,912.	17,691.	18,100.	5,121.
PROFESSIONAL FEES	139,416.	70,231.	47,143.	22,042.
RECRUITING/TRNG/EDUCATION	28,471.	14,079.	7,828.	6,564.
SAFETY EQUIP. & UNIFORMS	1,430.	1,430.		
SPONSOR APPRECIATION	98,018.			98,018.
TRASH PICKUP	21,861.	20,885.	596.	380.
UTILITIES	89,912.	77,540.	4,919.	7,453.
WEBSITE MAINTENANCE	4,514.			4,514.
TOTAL	<u>\$ 6,949,682.</u>	<u>\$ 6,434,252.</u>	<u>\$ 198,957.</u>	<u>\$ 316,473.</u>

**STATEMENT 7**  
**FORM 990, PART III**  
**ORGANIZATION'S PRIMARY EXEMPT PURPOSE**

DEVELOPMENT AND CONSTRUCTION OF NEW SINGLE FAMILY HOMES IN THE NASHVILLE AREA FOR LOW-INCOME AND VERY LOW-INCOME FAMILIES.

**STATEMENT 8**  
**FORM 990, PART III, LINE A**  
**STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS**

DESCRIPTION	GRANTS AND ALLOCATIONS	PROGRAM SERVICE EXPENSES
<p>THE PRIMARY FOCUS OF THE ORGANIZATION IS THE DEVELOPMENT AND CONSTRUCTION OF NEW SINGLE FAMILY HOMES IN THE NASHVILLE AREA IN PARTNERSHIP WITH LOW INCOME FAMILIES. THE ORGANIZATION PROVIDED 43 HOMES TO LOW INCOME FAMILIES IN THE FISCAL YEAR 2008. THE HOMES ARE BUILT BY VOLUNTEERS (APPROXIMATELY 250 PER HOME) WITH THE QUALIFYING FAMILIES PROVIDING 475 HOURS OF LABOR ON EITHER THEIR HOME OR OTHER HABITAT HOMES. LABOR, LAND, AND BUILDING MATERIALS ARE PROVIDED BY SUPPORTERS.</p> <p style="text-align: right;">INCLUDES FOREIGN GRANTS: NO</p>	87,996.	9,131,337.
	\$ 87,996.	\$ 9,131,337.

**STATEMENT 9**  
**FORM 990, PART IV, LINE 51**  
**OTHER NOTES AND LOANS RECEIVABLE**

OTHER NOTES AND LOANS	BALANCE DUE	DOUBTFUL ACCOUNTS ALLOWANCE
<p>VARIOUS MORTGAGE LOANS</p> <p style="text-align: right;">TOTAL OTHER NOTES AND LOANS</p>	<p>\$ 11,576,580.</p> <p style="border-top: 1px solid black; border-bottom: 3px double black;">\$ 11,576,580.</p>	<p>\$ 0.</p> <p style="border-top: 1px solid black; border-bottom: 3px double black;">\$ 0.</p>
	TOTAL NET RECEIVABLES	\$ 11,576,580.

**STATEMENT 10**  
**FORM 990, PART IV, LINE 54A**  
**INVESTMENTS - PUBLICLY TRADED SECURITIES**

CORPORATE STOCKS	VALUATION METHOD	AMOUNT
<p>COMMON STOCK</p> <p style="text-align: right;">TOTAL</p>	<p>MARKET VALUE</p> <p style="border-top: 1px solid black; border-bottom: 3px double black;">TOTAL</p>	<p>\$ 1,054.</p> <p style="border-top: 1px solid black; border-bottom: 3px double black;">\$ 1,054.</p>
	PUBLICLY TRADED SECURITIES	\$ 1,054.

**STATEMENT 11**  
**FORM 990, PART IV, LINE 57**  
**LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE
AUTOMOBILES / TRANSPORTATION EQUIPMENT	\$ 177,723.	\$ 62,577.	\$ 115,146.
FURNITURE AND FIXTURES	131,872.	67,810.	64,062.
MACHINERY AND EQUIPMENT	189,786.	105,140.	84,646.
IMPROVEMENTS	196,025.	111,885.	84,140.
TOTAL	<u>\$ 695,406.</u>	<u>\$ 347,412.</u>	<u>\$ 347,994.</u>

**STATEMENT 12**  
**FORM 990, PART IV, LINE 58**  
**OTHER ASSETS**

ARTWORK.....	\$ 3,000.
CONSTRUCTION IN PROGRESS.....	1,035,522.
DEPOSITS.....	64,887.
LAND HELD FOR DEVELOPMENT.....	5,621,196.
MEMBERSHIP.....	255,000.
OTHER.....	861.
REAL ESTATE HELD FOR SALE.....	165,259.
TOTAL	<u>\$ 7,145,725.</u>

**STATEMENT 13**  
**FORM 990, PART IV, LINE 64B**  
**MORTGAGES AND OTHER NOTES PAYABLE**

MORTGAGES PAYABLE	BALANCE DUE
TN HOUSING DEVELOPMENT AGENCY	\$ 3,725,194.
HABITAT INTERNATIONAL	120,735.
HABITAT INTERNATIONAL	208,113.
PINNACLE NATIONAL BANK	1,462,500.
PINNACLE NATIONAL BANK	2,200,000.
TOTAL MORTGAGES	<u>\$ 7,716,542.</u>

OTHER NOTES PAYABLE

LENDER'S NAME:	HABITAT INTERNATIONAL	
DATE OF NOTE:	1/24/2006	
MATURITY DATE:	1/01/2011	
REPAYMENT TERMS:	MONTHLY PRINCIPAL PMTS \$677	
ORIGINAL AMOUNT:	32,500.	
BALANCE DUE:		\$ 20,314.

**STATEMENT 13 (CONTINUED)**  
**FORM 990, PART IV, LINE 64B**  
**MORTGAGES AND OTHER NOTES PAYABLE**

OTHER NOTES PAYABLE

LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	6/30/2005		
MATURITY DATE:	1/01/2010		
REPAYMENT TERMS:	MONTHLY PRINC & INT PMTS \$317		
SECURITY PROVIDED:	NON-INTEREST BEARING 1ST MORTG		
ORIGINAL AMOUNT:	15,250.		
BALANCE DUE:		\$	5,740.
LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	4/28/2004		
MATURITY DATE:	1/01/2009		
REPAYMENT TERMS:	MONTHLY PRINC & INT PMTS \$1614		
SECURITY PROVIDED:	NON-INTEREST BEARING 1ST MORTG		
ORIGINAL AMOUNT:	77,500.		
BALANCE DUE:		\$	19,396.
LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	7/29/2005		
MATURITY DATE:	7/01/2010		
REPAYMENT TERMS:	MONTHLY PRINCIPAL PMTS \$1,011		
ORIGINAL AMOUNT:	48,566.		
BALANCE DUE:		\$	24,302.
LENDER'S NAME:	HABITAT INTERNATIONAL		
ORIGINAL AMOUNT:	4,840.		
BALANCE DUE:		\$	3,639.
LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	8/22/2006		
MATURITY DATE:	7/01/2011		
REPAYMENT TERMS:	MONTHLY PRINCIPAL PMTS \$1,093		
ORIGINAL AMOUNT:	52,500.		
BALANCE DUE:		\$	45,942.
LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	10/29/2007		
MATURITY DATE:	1/01/2013		
REPAYMENT TERMS:	MONTHLY PRINCIPAL PMTS \$1,287		
ORIGINAL AMOUNT:	61,815.		
BALANCE DUE:		\$	61,815.
LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	5/27/2008		
MATURITY DATE:	7/01/2013		
REPAYMENT TERMS:	TOTAL DUE AT MATURITY		
ORIGINAL AMOUNT:	38.		
BALANCE DUE:		\$	38.

STATEMENT 13 (CONTINUED)  
 FORM 990, PART IV, LINE 64B  
 MORTGAGES AND OTHER NOTES PAYABLE

OTHER NOTES PAYABLE

LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	4/03/2008		
MATURITY DATE:	7/01/2013		
REPAYMENT TERMS:	MONTHLY PRINCIPAL PMTS \$1,093		
ORIGINAL AMOUNT:	52,500.		
BALANCE DUE:		\$	52,500.
LENDER'S NAME:	HABITAT INTERNATIONAL		
DATE OF NOTE:	8/03/2007		
MATURITY DATE:	1/01/2013		
REPAYMENT TERMS:	MONTHLY PRINCIPAL PMTS \$1,171		
ORIGINAL AMOUNT:	56,250.		
BALANCE DUE:		\$	56,250.
LENDER'S NAME:	GMAC		
DATE OF NOTE:	5/01/2008		
MATURITY DATE:	5/01/2013		
REPAYMENT TERMS:	MONTHLY PMTS OF PRINC. & INT.		
SECURITY PROVIDED:	TRUCKS & VAN		
ORIGINAL AMOUNT:	81,359.		
BALANCE DUE:		\$	81,359.
LENDER'S NAME:	BANK OF DICKSON		
MATURITY DATE:	4/01/2015		
REPAYMENT TERMS:	MONTH PMTS OF PRINC. & INT.		
SECURITY PROVIDED:	REAL PROPERTY		
ORIGINAL AMOUNT:	24,175.		
BALANCE DUE:		\$	24,175.
		TOTAL OTHER NOTES PAYABLE	\$ 395,470.
		TOTAL	\$ <u>8,112,012.</u>

STATEMENT 14  
 FORM 990, PART IV, LINE 65  
 OTHER LIABILITIES

ESCROW ACCOUNT.....	\$	273,783.
	TOTAL	\$ <u>273,783.</u>

STATEMENT 15  
 FORM 990, PART IV-A, LINE B(4)  
 OTHER AMOUNTS

SPECIAL EVENT EXPENSES.....	\$	93,886.
	TOTAL	\$ <u>93,886.</u>

**STATEMENT 16**  
**FORM 990, PART IV-B, LINE B(4)**  
**OTHER AMOUNTS**

SPECIAL EVENT EXPENSES.....	\$	93,886.
TOTAL	\$	<u>93,886.</u>

**STATEMENT 17**  
**FORM 990, PART V-A**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CHRIS MCCARTHY NASHVILLE, TN	PRESIDENT & CEO 40.00	\$ 129,426.	\$ 10,107.	\$ 3,000.
DAVID BRILEY NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
RALPH DAVIS NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
AARON DORN NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
F. JEFF DUNCAN NASHVILLE, TN	TREASURER 2.00	0.	0.	0.
LEE BLANK NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
FABIAN BEDNE BRENTWOOD, TN	BOARD MEMBER 2.00	0.	0.	0.
WADE SMITH GOODLETTSVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
THOMAS CURL NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
JACK FLEISCHER NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.

**STATEMENT 17 (CONTINUED)**  
**FORM 990, PART V-A**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
RANDY LASZEWSKI NASHVILLE, TN	VICE CHAIR 2.00	\$ 0.	\$ 0.	0.
JOHN GILLESPIE BRENTWOOD, TN	CHAIR 2.00	0.	0.	0.
ARTHUR FOLEY NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
TAD HARRIS, JR. NASHVILLE, TN	SECRETARY 2.00	0.	0.	0.
MATTHEW WILSON BRENTWOOD, TN	BOARD MEMBER 2.00	0.	0.	0.
RAMONA FOX BRENTWOOD, TN	BOARD MEMBER 2.00	0.	0.	0.
GIL FUQUA, JR. NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
GARY BIGELOW NASHVILLE, TN	COO 40.00	111,811.	9,371.	0.
NANCY ZORETIC NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
BETH FORTUNE NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
AARON WHITE NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
JACK F. KING, JR. NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.



**STATEMENT 17 (CONTINUED)**  
**FORM 990, PART V-A**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOHN W. NELLEY, JR. NASHVILLE, TN	BOARD MEMBER 2.00	\$ 0.	\$ 0.	0.
ANNE ROLMAN NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
LAUREN LANE NASHVILLE, TN	VP DEVELOPMENT 40.00	69,093.	8,500.	1,482.
JANEY WARBROD BRENTWOOD, TN	PAST CHAIR 2.00	0.	0.	0.
CARSON SALYER NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
CHARLES SPRINTZ NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
CLAUDIA STENDEL NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
FRED STANDISH, III NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
KEN GERDESMEIER HERMITAGE, TN	BOARD MEMBER 2.00	0.	0.	0.
CHRISTIE WILSON NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
PAM WEBB NASHVILLE, TN	VP FAMILY SVCS. 40.00	47,661.	6,189.	0.
JOHN MIKLICH NASHVILLE, TN	CFO 40.00	116,033.	9,707.	0.

**STATEMENT 17 (CONTINUED)**  
**FORM 990, PART V-A**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JO ELLA MCCLELLAN NASHVILLE, TN	BOARD MEMBER 2.00	\$ 0.	\$ 0.	\$ 0.
GLENN MCGEHEE FRANKLIN, TN	BOARD MEMBER 2.00	0.	0.	0.
PAMELA PFEFFER NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
MARTHA JANE SHEPARD DICKSON, TN	BOARD MEMBER 2.00	0.	0.	0.
CHAD UPJOHN NASHVILLE, TN	BOARD MEMBER 2.00	0.	0.	0.
RANDY CORTNER NASHVILLE, TN	VP RETAIL 40.00	72,200.	1,871.	0.
TOTAL		<u>\$ 546,224.</u>	<u>\$ 45,745.</u>	<u>\$ 4,482.</u>

**STATEMENT 18**  
**FORM 990, PART VII, LINE 93**  
**PROGRAM SERVICE REVENUE**

PROGRAM SERVICE REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
APPLICATION FEES					\$ 970.
ENERGY SAVING REBATES					26,800.
HOME SALES					3,812,375.
LATE FEES					2,472.
MORTGAGE DISCOUNTS					345,622.
OTHER INCOME					38,792.
THDA SERVICING FEES					13,212.
UNDERWRITING FEES					10,000.
TOTAL		<u>\$ 0.</u>		<u>\$ 0.</u>	<u>\$ 4,250,243.</u>

STATEMENT 19  
FORM 990, PART VIII  
RELATIONSHIP OF ACTIVITIES TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE #	EXPLANATION OF ACTIVITIES
93	THE ORGANIZATION BUILDS AND FINANCES SINGLE FAMILY DWELLINGS TO ECONOMICALLY DISADVANTAGED FAMILIES IN THE NASHVILLE AREA. THE FAMILIES WHO QUALIFY PURCHASE THEIR HOMES AT COST. THE MATERIALS AND LABOR TO BUILD THE HOMES ARE CONTRIBUTED BY SUPPORTERS. FAMILIES WHO QUALIFY MUST ALSO WORK 475 HOURS ON HABITAT HOME BUILDING PROJECTS. THE FAMILIES PAY BACK THE PURCHASE PRICE OVER 20 YEARS AT NO INTEREST. THE FAMILIES PAY RENT ON THEIR HOME DURING THE PERIOD OF TIME PRIOR TO CLOSING.

DEPRECIATION EXPENSE  
990, PART II, LINE 42

PROPERTY AND EQUIPMENT ARE REPORTED AT COST AT THE DATE OF PURCHASE OR AT FAIR MARKET VALUE AT THE DATE OF GIFT. DEPRECIATION IS COMPUTED USING THE STRAIGHT-LINE METHOD OVER THE ESTIMATED USEFUL LIVES OF THE ASSETS WHICH RANGE FROM THREE TO FIVE YEARS.

Nashville Area Habitat for Humanity, Inc.  
Form 990 – 2007  
EIN – 58-1636286

Nashville Area Habitat for Humanity, Inc. was party to a reorganization that occurred during 2007. The following is provided:

- 1) On July 1, 2007, Nashville Area Habitat for Humanity, Inc. (EIN – 58-1636286), an organization exempt as described in section 501(c)(3) of the Internal Revenue Code merged with Dickson County Habitat for Humanity (EIN – 62-1405662), an organization also described in section 501(c)(3). Nashville Area Habitat for Humanity, Inc. was the surviving corporation under Tennessee state law.
- 2) The purpose of the merger is to better serve the needs of the community. The merger will not alter the exempt purposes of Nashville Area Habitat for Humanity, Inc. The assets transferred by Dickson County Habitat for Humanity will be put to the same charitable use as before the transfer.
- 3) The merger document is attached.
- 4) Assets transferred to Nashville Area Habitat for Humanity, Inc.:

Cash	\$ 11,737
Mortgages Receivable	\$ 617,118
Land, Buildings & Equipment	\$ 40,000

Liabilities assumed by Nashville Area Habitat for Humanity, Inc.:

Deferred Revenue	\$ 177,213
Escrow Funds	\$ 2,741
Notes Payable	\$ 28,549
Unamortized Mortgage Discounts	\$ 240,176

**AFFIDAVIT OF CHAIRMAN OF THE BOARD OF DIRECTORS OF THE  
NASHVILLE AREA HABITAT FOR HUMANITY CONCERNING COMPLETION  
OF MERGER WITH THE DICKSON COUNTY HABITAT FOR HUMANITY**

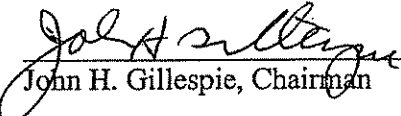
STATE OF TENNESSEE

COUNTY OF DAVIDSON

I, John H. Gillespie, after first being duly sworn, do hereby state and affirm as follows:

1. I am the current Chairman of the Board of Directors for the Nashville Area Habitat for Humanity, Inc., ("NAHFH").
2. This Affidavit is being given pursuant to T.C.A. § 48-64-103(c).
3. The merger of the Dickson County Habitat for Humanity with NAHFH was completed on July 1, 2007 and all assets of the merging entity were transferred to NAHFH at that time.

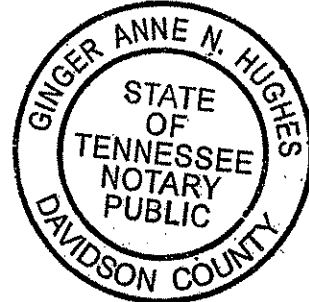
Further the Affiant sayeth not.

  
\_\_\_\_\_  
John H. Gillespie, Chairman

Sworn to and subscribed before me on this 10<sup>th</sup> day of March, 2008.

  
\_\_\_\_\_  
Notary Public

My commission expires: 11/7/11\_\_\_\_\_



Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 06/29/07  
REQUEST NUMBER: 6082-1020  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 06/29/07 1356  
EFFECTIVE DATE/TIME: 06/29/07 1356  
CONTROL NUMBER: 0153863

TO:  
WYATTT TARRANT & COMBS LLP  
500 W JEFFERSON ST  
  
LOUISVILLE, KY 40202

Davidson County CHARTER  
Recvd: 07/02/07 10:58 13 pg  
Fees:11.00 Taxes:0.00

  
20070702-0078518

RE:  
NASHVILLE AREA HABITAT FOR HUMANITY, INC.  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER  
WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE  
OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS  
PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH  
THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH  
OFFICE IS IN TENNESSEE.

Jackie W. Farthing, Register  
Dickson County Tennessee  
Rec #: 158808 Instrument #: 180404  
Rec'd: 9.00 Recorded  
State: 0.00 7/6/2007 at 12:52 PM  
Clerk: 0.00 in Volume  
EDP: 2.00 V946  
Total: 11.00 Pgs 879-891

FOR: ARTICLES OF MERGER

ON DATE: 06/29/07

FROM:  
WYATT TARRANT & COMBS LLP/500 W JEFFERSON  
500 WEST JEFFERSON ST  
SUITE 2800  
LOUISVILLE, KY 40202-0000

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004230616  
ACCOUNT NUMBER: 00004781



SS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

ARTICLES OF MERGER

RECEIVED  
STATE OF TENNESSEE

OF

2007 JUN 29 PM 1:56

DICKSON COUNTY HABITAT FOR HUMANITY

SILEY DARNELL  
SECRETARY OF STATE

INTO

NASHVILLE AREA HABITAT FOR HUMANITY, INC.

**FILED**

0082-1020

Pursuant to the provisions of Section 48-61-101, et seq., of the Tennessee Non-profit Corporation Act (the "Act"), the undersigned Tennessee non-profit corporations hereby submit these Articles of Merger stating as follows:

1. The Plan of Merger, attached hereto as Exhibit A, was approved by the board of directors of each of the corporations in the manner prescribed by Section 48-61-103 of the Act.

2. As to the Dickson County Habitat for Humanity, a Tennessee non-profit corporation, approval of the Plan of Merger by its directors is required by Section 48-61-103 et seq. of the Act and the Plan of Merger was duly approved by the affirmative vote of the required percentage of all of the votes entitled to be cast on 3-22, 2007.

3. As to the Nashville Area Habitat for Humanity, Inc., also a Tennessee non-profit corporation, approval of the Plan of Merger by its directors is required by Section 48-61-103 et seq. of the Act and the Plan of Merger was duly approved by the affirmative vote of the required percentage of all of the votes entitled to be cast on 3-27, 2007.

4. The name of the surviving entity shall be the **Nashville Area Habitat for Humanity, Inc.**

[The remainder of this page has been intentionally left blank.]



DATED the 27 day of March, 2007.

Attest: [Signature]

DICKSON COUNTY HABITAT FOR HUMANITY

By: [Signature]

Print Name: Rhoda A. Smith

Title: President

Attest: [Signature]

NASHVILLE AREA HABITAT FOR HUMANITY, INC.

By: [Signature]

Print Name: C. McCarthy

Title: President & CEO

5082.1021

EXHIBIT A

To Articles of Merger of Dickson County Habitat for Humanity

Into Nashville Area Habitat for Humanity, Inc.

PLAN OF MERGER

[attached to this page]

6882-1022

AGREEMENT AND PLAN OF MERGER

of

DICKSON COUNTY HABITAT FOR HUMANITY

(a Tennessee non-profit corporation)

with and into the

NASHVILLE AREA HABITAT FOR HUMANITY, INC.

(a Tennessee non-profit corporation)

This Agreement and Plan of Merger ("Plan of Merger") is made and entered into as of the 27 day of March 2007, by and among the DICKSON COUNTY HABITAT FOR HUMANITY ("DCHFH"), a non-profit corporation organized and existing under the laws of the State of Tennessee; and the NASHVILLE AREA HABITAT FOR HUMANITY, INC., also a Tennessee non-profit corporation ("NAHFH"), organized and existing under the laws of Tennessee (collectively the "Parties").

**Preamble:**

WHEREAS, the directors of DCHFH and NAHFH are identified in Exhibit A, attached and incorporated by reference; and

WHEREAS, the directors of both DCHFH and NAHFH have approved this Plan of Merger and authorized its execution, delivery and performance subject, however, to the conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein set forth, DCHFH and NAHFH hereby covenant and agree to the following terms and conditions of the merger of DCHFH and NAHFH.

**Definitions:**

Definitions. Except as otherwise specifically provided herein, capitalized terms set forth below shall have the following meanings:

"Effective Time of the Merger" shall be as provided in Section 1.2.

"Law" shall mean any code, law, ordinance, regulation, reporting or licensing requirement, rule, or statute applicable to a person or its assets, liabilities, or business, including those promulgated, interpreted, or enforced by any federal or state regulatory agencies having jurisdiction over a person or its subsidiaries.

"Merger" shall mean the merger of DCHFH with and into NAHFH, as provided in this Plan of Merger.

"Surviving Corporation" shall refer to NAHFH as the surviving corporation resulting from the Merger.

## ARTICLE 1.

### TERMS OF MERGER

1.1. The Merger. Subject to the terms and conditions of this Plan of Merger, DCHFH shall be merged with and into NAHFH in accordance with the provisions of the applicable corporation law of the State of Tennessee, section 48-14-101 et seq. and section 48-61-101 et seq. (collectively the "Act"). NAHFH shall be the Surviving Corporation and shall continue to be governed by the laws of the State of Tennessee. The Merger shall be consummated pursuant to the terms of this Plan of Merger.

At the Effective Time of the Merger, DCHFH shall be merged with and into the NAHFH, whereupon the separate legal existence of DCHFH shall cease and NAHFH shall continue as the Surviving Corporation, all as provided in the Act. Thereafter, NAHFH as the Surviving Corporation shall possess all of the assets, rights, privileges, appointments, powers, licenses, permits and franchises of DCHFH and NAHFH and shall be subject to all of the liabilities, restrictions, disabilities, and duties of DCHFH and NAHFH.

1.2. Effective Time. The Merger and other transactions contemplated by this Plan of Merger shall become effective as of July 1, 2007.

1.3. Corporate Charter. The charter of NAHFH in effect immediately prior to the Effective Time of the Merger shall be the charter of the Surviving Corporation until otherwise amended or repealed.

1.4. The Bylaws. The Bylaws of NAHFH in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation until otherwise amended or repealed.

1.5. Name. The name of the Surviving Corporation shall remain the **Nashville Area Habitat for Humanity, Inc.** after the Effective Time of the Merger, unless and until otherwise renamed.

1.6. Board of Directors. The Board of Directors of the Surviving Corporation shall be comprised of the persons currently serving as the Board of Directors of the NAHFH, plus one additional representative selected by DCHFH Board of Directors, all of whom shall hold office until the next meeting of the Directors of the Surviving Corporation where new elections for said Director position(s) are held.

1.7. Officers. The corporate officers of NAHFH on the Effective Date of the Merger shall be the corporate officers of the Surviving Corporation, all of whom shall hold office until the conclusion of their term(s) under the current bylaws of NAHFH.

## ARTICLE 2

### EFFECTS OF THE MERGER

2.1. Transfer of Assets. At the Effective Time of the Merger, NAHFH, as the Surviving Corporation, shall thereupon and thereafter possess all of the rights, assets, licenses, permits, privileges, immunities, franchises and other similar interests of the Parties, and all property, whether real, personal, or mixed, and whether tangible or intangible, and whether liquidated or unliquidated, and whether real or contingent; and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to either of the merging Parties, shall be taken and deemed to be transferred to, and vested in NAHFH, as the Surviving Corporation without further act, deed, conveyance, assignment or other instrument of transfer, except as may be required by law. This includes without limitation the properties and mortgages listed and described in Exhibit B, attached and incorporated by reference. Notwithstanding the above, NAHFH agrees that all existing and future donor contributions specifically earmarked or restricted for use as part of the home build program in Dickson County, and all mortgage payments on homes located in Dickson County, will be used for projects or administration pertaining to that County.

2.2. Assumption of Liabilities. Following the Effective Time of the Merger, the Surviving Corporation shall be responsible and liable for all of the debts, liabilities, obligations and contracts of DCHFH and NAHFH, whether the same shall be matured or unmatured; whether accrued, absolute, contingent or otherwise; and whether or not reflected or reserved against in the balance sheets, other financial statements, books of account or records of DCHFH or the NAHFH; and any claim existing or action or proceeding pending against the Parties may be prosecuted to judgment as if such Merger had not taken place, or NAHFH as such Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of DCHFH or NAHFH shall be impaired by the Merger. It is understood that NAHFH, as the Surviving Corporation, will not be committed to a specific build schedule concerning homes in Dickson County, Tennessee. However, it will attempt in good faith to carry out the general goals and purposes of DCHFH within said county with individuals who qualify under the requirements of NAHFH.

2.3 Representations of DCHFH. DCHFH represents that it has no debts or obligations of any nature, except as disclosed on the 2006 financial statement provided to NAHFH contemporaneous herewith.

## ARTICLE 3

### MISCELLANEOUS

3.1. Further Assurances. The parties agree (a) to furnish upon request to each other such further information, (b) to execute and deliver to each other such other documents, and (c) to do such other acts and things, all as the other party may reasonably request for the purpose of carrying out the intent of this Plan of Merger and the documents referred to in this Plan of Merger.

3.2. Assignment. Except as expressly contemplated hereby, neither this Plan of Merger nor any of the rights, interests, or obligations hereunder shall be assigned by any party hereto (whether by operation of Law or otherwise) without the prior written consent of the other Party.

3.3. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the Laws of the State of Tennessee, without regard to any applicable conflicts of Laws.

3.4. Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same document.

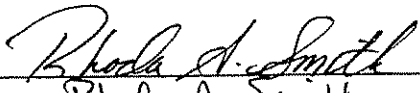
3.5. Captions. The captions contained in this Plan of Merger are for reference purposes only and are not part of this Plan of Merger.

(SIGNATURE PAGE TO FOLLOW)


5082.1025

IN WITNESS WHEREOF, each of the Parties hereto has duly executed and delivered this Plan of Merger or has caused this Plan of Merger to be executed and delivered in its name and on its behalf by its duly authorized representatives, all as of the date first written above.

**DICKSON COUNTY HABITAT FOR HUMANITY**

By:   
Print Name: Rhoda A. Smith  
Title: PRESIDENT

**NASHVILLE AREA HABITAT FOR HUMANITY, INC.**

By:   
Print Name: C. McCarthy  
Title: President / CEO

5082.1927

**EXHIBIT A**

**To Plan of Merger of Dickson County Habitat for Humanity**

**Into Nashville Area Habitat for Humanity, Inc.**

**BOARD OF DIRECTORS FOR DCHFH AND NAHFH**

[attached to this page]

5082.1028



EXHIBIT A

BOARD OF DIRECTORS

DICKSON COUNTY HABITAT FOR HUMANITY

1. Rhoda A. Smith
2. Bobby A. Deal
3. John L. Petty
4. Marsha Hudgens-Hall
5. James Summerville
6. Nan Malone
7. Mack J. Adams
8. Lorrie Pruett

NASHVILLE AREA HABITAT FOR HUMANITY, INC.

1. Fabian H. Bedne
2. Lee Blank
3. Kent Cleaver
4. Jim Clendenning
5. Thomas Curl
6. F. Jeff Duncan
7. Ramona Fox
8. Gil Fuqua
9. John H. Gillespie
10. Tom Gormley
11. Tad Harris
12. Jack F. King
13. Randy Laszewski
14. Paul Lemke
15. Chris McCarthy
16. John W. Nelley, Jr.
17. Patrick J. Nolan, III
18. Anne Rolman
19. Carson Salyer
20. Wade Smith
21. Charles Sprintz
22. Claudia Stengel
23. Fred Standish
24. Janey Warmbrod
25. Avdal Wasman
26. Aaron White
27. Christie Wilson
28. Matthew Wilson
29. Nancy Zoretic

**EXHIBIT B**

**To Plan of Merger of Dickson County Habitat for Humanity**

**Into Nashville Area Habitat for Humanity, Inc.**

**PROPERTIES AND MORTGAGES**

[attached to this page]

6082-1030

EXHIBIT B

**Habitat for Humanity  
Dickson County Habitat for Humanity, Inc.  
Real Estate Listing  
February 15, 2007**

6082-1031

Asset	Name	Address	City	State	Zip	Map	Parcel
Mortgage	Jeffrey and Faith Johnson	508 Billy Morse Road	White Bluff	TN	37187	76L	18
Mortgage	Glen and Stormie Hinson	107 White Oak Drive	Dickson	TN	37055	103I	25
Mortgage	Cora Clemons	601 Jones Creek Road	Dickson	TN	37055	102I/103L	35
Mortgage	Gordon	123 Todd Street	Charlotte	TN	37036	65	16.05
Mortgage	Sheila Hall	112 Aaron Drive	Burns	TN	37029	See Note 1	
Mortgage	Heather Craven Hawkins	105 Burnett Court	Dickson	TN	37055	111-0	32
Mortgage	Portia Holt	102 Hill Road	Dickson	TN	37055	102I/103L	89
Mortgage	Sheila Hughes	118 Brookside Drive	Dickson	TN	37055	102I/103L	30
Mortgage	Stephanie Vaughn	102 Schrader Heights Drive	Dickson	TN	37055	See Note 2	
Mortgage	Jack and Deborah Young	205 Castings Drive	Dickson	TN	37055	111-O	52
Land		[Castings Drive]	Dickson	TN	37055	111-O	53
Land	Dickson County Habitat for Humanity	24 Schrader Heights Drive				111-O	24
Land	Dickson County Habitat for Humanity	25 Schrader Heights Drive				111-O	25
Land	Dickson County Habitat for Humanity	46 South of Schrader Heights Drive				111-O	46
Land	Dickson County Habitat for Humanity	39 Casting Drive				111-O	39
Land	Dickson County Habitat for Humanity	40 Casting Drive				111-O	40
Land	Dickson County Habitat for Humanity	13.11 Murrell Road				128	13.11
Land	Dickson County Habitat for Humanity	25 East Railroad Street				110E-B	25
Land	Dickson County Habitat for Humanity	26 East Railroad Street				110E-B	26
Land	Dickson County Habitat for Humanity	27 East Railroad Street				110E-B	27
Land	Dickson County Habitat for Humanity	[White Oak Drive]				1031-A	25**
Note 1: Lot 23 of Schrader Heights Subdivision, Section 2, Cabinet A, Slides 11 and 12							
Note 2: Lot 32 of Rumbaugh Acres Subdivision, Section 2 also Lakeview Acres Subdivision, Plat Book 2, Page 24							

\*\*Property sold 12/22/06