NO STATUTE ISSUE

JAN 26 2013

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AS AMENDED - No Change in Taxable Income

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

0812

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning , and ending

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.

Name of foundation
ZEIST FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
3715 NORTHSIDE PKWY, NW — 3-195

City or town, state, and ZIP code
ATLANTA, GA 30327-2812

A Employer identification number
58-1890927

B Telephone number
(404) 949-3160

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 192,192,244.

J Accounting method: [X] Cash ☐ Accrual ☐ 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))

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	820.		N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10,468.	10,468.		STATEMENT 2
4	Dividends and interest from securities	2,857,369.	2,857,369.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<2,189,281.>			STATEMENT 1
b	Gross sales price for all assets on line 6a 32,336,037.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	68,512.	14,103.		STATEMENT 4
12	**Total.** Add lines 1 through 11	747,888.	2,881,940.		
13	Compensation of officers, directors, trustees, etc	600,415.	76,527.		523,888.
14	Other employee salaries and wages	234,558.	182,172.		52,386.
15	Pension plans, employee benefits	170,868.	63,198.		107,670.
16a	Legal fees STMT 5	82,167.	47,148.		35,019.
b	Accounting fees STMT 6	5,940.	0.		5,940.
c	Other professional fees STMT 7	1,653,014.	1,006,202.		646,812.
17	Interest				
18	Taxes STMT 8	504,430.	244,856.		38,479.
19	Depreciation and depletion	23,147.	23,147.		
20	Occupancy	40,400.	12,506.		27,894.
21	Travel, conferences, and meetings	6,407.	0.		6,407.
22	Printing and publications				
23	Other expenses STMT 9	1,586,399.	1,146,953.		439,446.
24	**Total operating and administrative expenses.** Add lines 13 through 23	4,907,745.	2,802,709.		1,883,941.
25	Contributions, gifts, grants paid	7,810,300.			7,810,300.
26	**Total expenses and disbursements.** Add lines 24 and 25	12,718,045.	2,802,709.		9,694,241.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<11,970,157.>			
b	**Net investment income** (if negative, enter -0-)		✓ 79,231.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Revenue — Operating and Administrative Expenses

STATUTE UNIT RECEIVED JAN 24 2013 TPR BRANCH OGDEN

RECEIVED JAN 22 2013 OGDEN, UT IRS-OSC

ENVELOPE

SCANNED FEB 12 2013

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2008)

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13111104 797794 581890927PF 2008.03000 ZEIST FOUNDATION, INC 581890A2

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	474,828.	359,711.	359,711.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶ 1,405,500.			
	Less: allowance for doubtful accounts ▶	2,730,432.	1,405,500.	1,405,500.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 11	256,751,957.	171,212,211.	171,212,211.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment: basis ▶ 18,205,728.			
	Less accumulated depreciation ▶ 155,477.	14,460,158.	18,050,251.	18,050,251.
12	Investments - mortgage loans			
13	Investments - other STMT 12	1,880,223.	1,164,571.	1,164,571.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation STMT 13▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	276,297,598.	192,192,244.	192,192,244.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 14)	54,255.	49,784.	
23	**Total liabilities** (add lines 17 through 22)	54,255.	49,784.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	249,123,400.	237,153,243.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	27,119,943.	<45,010,783.>	
30	**Total net assets or fund balances**	276,243,343.	192,142,460.	
31	**Total liabilities and net assets/fund balances**	276,297,598.	192,192,244.	

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	276,243,343.
2	Enter amount from Part I, line 27a	2	<11,970,157.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	264,273,186.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	72,130,726.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	192,142,460.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	32,336,037.		34,525,318.	<2,189,281.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<2,189,281.>

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** <2,189,281.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	4,171,825.	262,994,340.	.015863
2006	5,522,139.	235,494,407.	.023449
2005	9,131,136.	196,829,790.	.046391
2004	5,158,190.	110,627,047.	.046627
2003	3,100,422.	20,569,819.	.150727

2	Total of line 1, column (d)	2	.283057
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	.056611
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	239,016,059.
5	Multiply line 4 by line 3	5	13,530,938.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	792.
7	Add lines 5 and 6	7	13,531,730.
8	Enter qualifying distributions from Part XII, line 4	8	9,694,241.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ______ (attach copy of ruling letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,585.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,585.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,585.
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	221,095.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	221,095.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	219,510.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 219,510. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE ZEIST COMPANY, LLC Telephone no. ▶ (404) 949-3160

Located at ▶ 3715 NORTHSIDE PKWY, NW, STE 3-195 ZIP+4 ▶ 30327-2812

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		600,415.	58,851.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
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	1a	222,849,387.
b	Average of monthly cash balances	1b	397,162.
c	Fair market value of all other assets	1c	19,409,348.
d	**Total** (add lines 1a, b, and c)	1d	242,655,897.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	242,655,897.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,639,838.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	239,016,059.
6	**Minimum investment return.** Enter 5% of line 5	6	11,950,803.

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	11,950,803.
2a	Tax on investment income for 2008 from Part VI, line 5 2a 1,585.		
b	Income tax for 2008. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,585.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,949,218.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,949,218.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,949,218.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,694,241.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,694,241.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,694,241.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				11,949,218.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			7,626,127.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 9,694,241.				
a Applied to 2007, but not more than line 2a			7,626,127.	
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 2008 distributable amount				2,068,114.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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	0.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				9,881,104.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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					
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 foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 16				
Total			▶ 3a	7,810,300.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

823611 01-02-09

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	531390		14	10,468.	
4 Dividends and interest from securities	531390		14	2,857,369.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	531390		14		68,512.
8 Gain or (loss) from sales of assets other than inventory	531390		18	<2,189,281.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		678,556.	68,512.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 747,068.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
7(E)	FEDERAL TAX REFUNDS $54,409
7(E)	OTHER MISCELLANEOUS REFUNDS $14,103

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Nancy J. Brumley Robitaille

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Eileen Schraberger	Date 12/27/12	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	THE ZEIST COMPANY, LLC 3715 NORTHSIDE PKWY,NW, STE 3-195 ATLANTA, GA 30327-2812	EIN	
		Phone no	(404)949-3160

823622
01-02-09

2008 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	TRUCK	091098	200DB	5.00	17	4,800.			4,800.	4,800.		0.
3	SUNFLOWER EQUIPMENT	041198	200DB	7.00	17	6,994.			6,994.	6,994.		0.
4	TRAILER	112697	200DB	5.00	17	1,000.			1,000.	1,000.		0.
5	1997 DODGE	030497	200DB	5.00	17	27,398.			27,398.	27,398.		0.
6	6X4 JOHN DEERE	091595	200DB	5.00	17	6,769.			6,769.	6,769.		0.
7	CHAIN SAW	012098	200DB	5.00	17	238.			238.	238.		0.
8	TOOLBOX	012398	200DB	5.00	17	244.			244.	244.		0.
9	SAW	101597	200DB	5.00	17	266.			266.	266.		0.
10	SIGN	030999	200DB	7.00	17	1,600.			1,600.	1,600.		0.
11	WOOD CHIPP	031599	200DB	7.00	17	2,600.			2,600.	2,600.		0.
12	WELDER KIT	041599	200DB	7.00	17	551.			551.	551.		0.
13	14" SAW	041599	200DB	7.00	17	120.			120.	120.		0.
14	SAW	043099	200DB	7.00	17	251.			251.	251.		0.
15	EQUIPMENT	060999	200DB	7.00	17	7,818.			7,818.	7,818.		0.
16	2002 GMC SIERRA	042304	200DB	5.00	17	26,000.			26,000.	22,855.		2,097.
17	TRUCK	121401	200DB	5.00	17	2,000.			2,000.	2,000.		0.
18	TRACTOR & GATOR	021202	200DB	5.00	17	34,559.			34,559.	34,559.		0.
19	FURNITURE - KAPPY'S OFFICE	051407	200DB	7.00	17	8,452.			8,452.	1,207.		2,070.

828102
04-25-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
20	OFFICE FURNITURE - RECEPTIONIST	051407	200DB	7.00	17	5,103.			5,103.	729.		1,250.
21	OFFICE SPACE BUILDOUT	062807	150DB	15.00	17	38,155.			38,155.	1,908.		3,625.
22	LATERAL FILE CABINETS & BOOKCASES	041107	200DB	7.00	17	4,350.			4,350.	621.		1,065.
23	CONFERENCE TABLE, 2 CHAIRS & SOFA	041107	200DB	7.00	17	10,727.			10,727.	1,532.		2,627.
24	WALLPAPER	042307	200DB	7.00	17	2,092.			2,092.	299.		512.
25	EGTAGER FOR CONFERENCE ROOM	042307	200DB	7.00	17	2,723.			2,723.	389.		667.
26	DECORATING - WALLPAPER & FABRIC	050107	200DB	7.00	17	3,961.			3,961.	566.		970.
27	CONFERENCE ROOM CHAIRS	052207	200DB	7.00	17	3,277.			3,277.	468.		803.
28	LATERAL FILE CABINETS & BOOKCASES	053107	200DB	7.00	17	4,350.			4,350.	621.		1,065.
29	OFFICE CHAIRS	060507	200DB	7.00	17	1,677.			1,677.	240.		411.
30	TABLE REFINISHING	062607	200DB	7.00	17	1,827.			1,827.	261.		447.
31	RECEPTIONIST CHAIR	072307	200DB	7.00	17	599.			599.	86.		147.
32	COMPUTER CABLING	032007	200DB	5.00	17	3,756.			3,756.	751.		1,202.
33	COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGH	032907	150DB	15.00	17	4,631.			4,631.	232.		440.
34	COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGH	042307	150DB	15.00	17	3,371.			3,371.	169.		320.
35	COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGH	063007	150DB	15.00	17	2,570.			2,570.	128.		244.
36	COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGH	071807	150DB	15.00	17	1,443.			1,443.	72.		137.
37	COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGH	100107	150DB	15.00	17	1,204.			1,204.	60.		114.

828102
04-25-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2008 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
38	SOFTWARE - OPEN OFFICE UPGRADES	101907	200DB	3.00	17	1,738.			1,738.	579.		773.
39	MONITER & MEMORY UPGRADE KIT	120707	200DB	5.00	17	622.			622.	124.		199.
	* TOTAL 990-PF PG 1 DEPR					229,836.		0.	229,836.	131,105.	0.	21,185.

828102
04-25-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PROCEEDS FROM SALE OF JUNKED TRUCK - MAYSON	D	12/11/07	01/23/08
b	SYDNEY INVESTMENTS, LLC - ATLANTA ROAD N/R - WORT	P	03/01/06	12/31/08
c	17,006 SHS GENOPTIX INC	P	VARIOUS	08/07/08
d	SEE ATTACHED BNY MELLON STATEMENT #10583990070	P	VARIOUS	VARIOUS
e	SEE ATTACHED BNY MELLON STATEMENT #10583990150	P	VARIOUS	VARIOUS
f	ATV FUND II K-1	D		
g	ATV FUND III K-1	D		
h	ATV FUND III K-1	D		
i	ADERIS PHARMACEUTICALS INC LITIGATION SETTLEMENT	P		
j	GENERAL AMERICA LITIGATION SETTLEMENT	P		
k	CHARTER COMMUNICATIONS LITIGATION SETTLEMENT	P		
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	300.			300.
b			1,778,182.	<1,778,182.>
c	624,572.		78,796.	545,776.
d	17,027,663.		16,929,260.	98,403.
e	13,493,246.		15,739,080.	<2,245,834.>
f	<85,836.>			<85,836.>
g	<33,679.>			<33,679.>
h	<91,448.>			<91,448.>
i	1,930.			1,930.
j	79.			79.
k	224.			224.
l	1,398,986.			1,398,986.
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				300.
b				<1,778,182.>
c				545,776.
d				98,403.
e				<2,245,834.>
f				<85,836.>
g				<33,679.>
h				<91,448.>
i				1,930.
j				79.
k				224.
l				1,398,986.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<2,189,281.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

823591
04-25-08

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PROCEEDS FROM SALE OF JUNKED TRUCK - MAYSON	DONATED	12/11/07	01/23/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300.	0.	0.	0.	300.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SYDNEY INVESTMENTS, LLC - ATLANTA ROAD N/R - WORTHLESS	PURCHASED	03/01/06	12/31/08

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,778,182.	0.	0.	<1,778,182.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
17,006 SHS GENOPTIX INC	PURCHASED	VARIOUS	08/07/08

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
624,572.	78,796.	0.	0.	545,776.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED BNY MELLON STATEMENT #10583990070	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,027,663.	16,929,260.	0.	0.	98,403.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED BNY MELLON STATEMENT #10583990150	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,493,246.	15,739,080.	0.	0.	<2,245,834.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATV FUND II K-1	DONATED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<85,836.>	0.	0.	0.	<85,836.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATV FUND III K-1	DONATED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<33,679.>	0.	0.	0.	<33,679.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATV FUND III K-1	DONATED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<91,448.>	0.	0.	0.	<91,448.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ADERIS PHARMACEUTICALS INC LITIGATION SETTLEMENT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,930.	0.	0.	0.	1,930.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GENERAL AMERICA LITIGATION SETTLEMENT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79.	0.	0.	0.	79.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHARTER COMMUNICATIONS LITIGATION SETTLEMENT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
224.	0.	0.	0.	224.

CAPITAL GAINS DIVIDENDS FROM PART IV	1,398,986.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<2,189,281.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
ATLANTA EQUITY FUND	953.
ATV FUND II K-1	762.
ATV FUND III K-1	3,092.
BANK OF NEW YORK - #399007	22.
BANK OF NEW YORK - #399011	27.
BANK OF NEW YORK - #399015	1.
INTERNAL REVENUE SERVICE	451.
SYDNEY INVESTMENTS NOTE RECEIVABLE	2,970.
WACHOVIA - OPERATING ACCOUNT	2,190.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,468.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF NEW YORK - #399006	811.	0.	811.
BANK OF NEW YORK - #399007	3,851,479.	1,398,986.	2,452,493.
BANK OF NEW YORK - #399011	711.	0.	711.
BANK OF NEW YORK - #399015	403,262.	0.	403,262.
BANK OF NEW YORK - #399113	92.	0.	92.
TOTAL TO FM 990-PF, PART I, LN 4	4,256,355.	1,398,986.	2,857,369.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND - 2006 FORM 990PF	43,541.	0.	
FEDERAL TAX REFUND - 2006 FORM 990T	10,868.	0.	
MISCELLANEOUS REFUND - MAYSON	14,062.	14,062.	
MISCELLANEOUS REFUND - NEW HOPE	41.	41.	
TOTAL TO FORM 990-PF, PART I, LINE 11	68,512.	14,103.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - SUTHERLAND ASBILL	82,167.	47,148.		35,019.
TO FM 990-PF, PG 1, LN 16A	82,167.	47,148.		35,019.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - SMITH & HOWARD	5,940.	0.		5,940.
TO FORM 990-PF, PG 1, LN 16B	5,940.	0.		5,940.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	560,532.	560,532.		0.
PROFESSIONAL FEES - SANDERS PETMECKY	2,482.	620.		1,862.
MANAGEMENT FEES - ZEIST COMPANY	1,035,000.	445,050.		589,950.
PROFESSIONAL FEES - FOUNDATION SOURCE	55,000.	0.		55,000.
TO FORM 990-PF, PG 1, LN 16C	1,653,014.	1,006,202.		646,812.

FORM 990-PF	TAXES		STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	1,071.	844.		227.
FEDERAL EXCISE TAX	221,095.	0.		0.
TAXES - PAYROLL	59,061.	20,809.		38,252.
TAXES - PROPERTY	148,873.	148,873.		0.
TAXES - FOREIGN	74,330.	74,330.		0.
TO FORM 990-PF, PG 1, LN 18	504,430.	244,856.		38,479.

FORM 990-PF	OTHER EXPENSES		STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	938.	747.		191.
DUES & SUBSCRIPTIONS	290.	0.		290.
OFFICE EXPENSE	7,433.	4,669.		2,764.
POSTAGE & DELIVERY	863.	242.		621.
DEDUCTIONS RELATED TO PORTFOLIO INCOME	80,168.	80,168.		0.
MEALS	6,183.	1,342.		4,841.
INSURANCE - BUSINESS	52,641.	49,739.		2,902.
TELEPHONE & INTERNET	15,457.	12,078.		3,379.
CONTRACT LABOR	30,231.	27,347.		2,884.
EDUCATION	17,938.	1,384.		16,554.
FUEL	9,222.	9,222.		0.
MISCELLANEOUS	593.	593.		0.
LANDSCAPING	22,087.	22,087.		0.
OUTSIDE SERVICE	2,251.	1,394.		857.
REPAIRS & MAINTENANCE	5,073.	5,073.		0.
SEED & FEED	23,959.	23,959.		0.
SUPPLIES	4,828.	4,828.		0.
UTILITIES	12,326.	12,326.		0.
AUTO EXPENSE	5,401.	5,401.		0.
PARKING	220.	0.		220.
PROPANE & OIL	8,039.	8,039.		0.
SECURITY	126,104.	126,104.		0.
HOUSEHOLD EXPENSE	645.	645.		0.
MEETING EXPENSE	1,895.	409.		1,486.
FERTILIZER	2,334.	2,334.		0.
REDEVELOPMENT EXPENSE	132,449.	132,449.		0.
DEMOLITION EXPENSE	599,673.	599,673.		0.
DISCUSSION GROUP EXPENSE	13,562.	0.		13,562.

GIFTS - NON EMPLOYEE	632.	0.		632.
PROFESSIONAL FEES - APPRAISALS	9,475.	9,475.		0.
PROFESSIONAL FEES - COMPUTER	9,576.	4,563.		5,013.
TRANSPORTATION EXPENSE	663.	663.		0.
RELOCATION PROGRAM EXPENSES	383,250.	0.		383,250.
TO FORM 990-PF, PG 1, LN 23	1,586,399.	1,146,953.		439,446.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
ADJUSTMENT TO UNREALIZED GAINS/LOSSES ON INVESTMENTS	72,130,726.
TOTAL TO FORM 990-PF, PART III, LINE 5	72,130,726.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY CL A	25,599,000.	25,599,000.
AFLAC	1,044,006.	1,044,006.
E. W. SCRIPPES CO.	0.	0.
VIACOM INC NEW	0.	0.
CADBURY SCWEPPES	1,018,307.	1,018,307.
HARLEY DAVIDSON INC	0.	0.
UNITED TECHNOLOGIES CORP	1,173,840.	1,173,840.
WILLIS GROUP HOLDINGS LTD	0.	0.
HIRTLE CALLAGHAN SMALL CAP EQUITY PORT	7,928,651.	7,928,651.
HIRTLE CALLAGHAN GROWTH EQUITY PORT	20,366,740.	20,366,740.
HIRTLE CALLAGHAN INTL EQUITY PORT	19,948,347.	19,948,347.
SSGA FUNDS	3,711,630.	3,711,630.
HIRTLE CALLAGHAN FIXED INCOME PORT	12,224,066.	12,224,066.
HIRTLE CALLAGHAN FIXED INCOME FUND II	10,093,066.	10,093,066.
DREYFUS CASH MANAGEMENT CLASS A FUND #288	941,306.	941,306.
HIRTLE CALLAGHAN PRIVATE EQUITY FUND V OFFSHORE	6,074,721.	6,074,721.
HIRTLE CALLAGHAN TOTAL RETURN OFFSHORE FUND II	25,645,642.	25,645,642.
HIRTLE CALLAGHAN ABSOLUTE RETURN OFFSHORE FUND II	15,195,586.	15,195,586.
EBAY INC	500,466.	500,466.
TIFFANY & CO NEW	646,871.	646,871.
FIDELITY NATL INFORMATION SVCS	0.	0.
E I DU PONT DE NEMOURS & CO COMM	0.	0.
JOHNSON & JOHNSON COM	0.	0.
ORACLE CORPORATION	788,542.	788,542.
AMERICAN EXPRESS COMPANY	626,063.	626,063.

CAPITAL ONE FINL CORP COM	0.	0.
COACH INC	914,919.	914,919.
3M CO	936,464.	936,464.
MEDTRONIC INC	999,942.	999,942.
MICROSOFT CORP COM	583,200.	583,200.
UNITED PARCEL SVC INC CL B	0.	0.
AMBAC FINANCIAL GROUP INC	0.	0.
MOODYS CORP	558,502.	558,502.
AON CORPORATION COM	1,120,302.	1,120,302.
HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VI	5,046,968.	5,046,968.
HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII	1,549,649.	1,549,649.
CHESAPEAKE ENERGY CORP	371,910.	371,910.
PRAXAIR INC	1,138,228.	1,138,228.
SYNGENTA AG	406,078.	406,078.
SCRIPPS NETWORKS INTERACTIVE	401,500.	401,500.
AVON PRODUCTS INC	1,099,973.	1,099,973.
DIAGEO PLC SPONSERED ADR NEW	1,005,716.	1,005,716.
ZIMMER HOLDINGS INC	490,093.	490,093.
CISCO SYSTEMS INC	597,395.	597,395.
MASTERCARD INC	464,522.	464,522.
TOTAL TO FORM 990-PF, PART II, LINE 10B	171,212,211.	171,212,211.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALLIANCE TECHNOLOGY VENTURES II, LP	FMV	220,688.	220,688.
ALLIANCE TECHNOLOGY VENTURES III, LP	FMV	582,322.	582,322.
OAK VALUE PROPERTIES, INC.	FMV	1,140.	1,140.
ATLANTA EQUITY FUND, LP	FMV	360,421.	360,421.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,164,571.	1,164,571.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TRUCK	4,800.	4,800.	0.
SUNFLOWER EQUIPMENT	6,994.	6,994.	0.
TRAILER	1,000.	1,000.	0.
1997 DODGE	27,398.	27,398.	0.
6X4 JOHN DEERE	6,769.	6,769.	0.
CHAIN SAW	238.	238.	0.

TOOLBOX	244.	244.	0.
SAW	266.	266.	0.
SIGN	1,600.	1,600.	0.
WOOD CHIPP	2,600.	2,600.	0.
WELDER KIT	551.	551.	0.
14" SAW	120.	120.	0.
SAW	251.	251.	0.
EQUIPMENT	7,818.	7,818.	0.
2002 GMC SIERRA	26,000.	24,952.	1,048.
TRUCK	2,000.	2,000.	0.
TRACTOR & GATOR	34,559.	34,559.	0.
FURNITURE - KAPPY'S OFFICE	8,452.	1,207.	7,245.
OFFICE FURNITURE - RECEPTIONIST	5,103.	729.	4,374.
OFFICE SPACE BUILDOUT	38,155.	1,908.	36,247.
LATERAL FILE CABINETS & BOOKCASES	4,350.	621.	3,729.
CONFERENCE TABLE, 2 CHAIRS & SOFA	10,727.	1,532.	9,195.
WALLPAPER	2,092.	299.	1,793.
EGTAGER FOR CONFERENCE ROOM	2,723.	389.	2,334.
DECORATING - WALLPAPER & FABRIC	3,961.	566.	3,395.
CONFERENCE ROOM CHAIRS	3,277.	468.	2,809.
LATERAL FILE CABINETS & BOOKCASES	4,350.	621.	3,729.
OFFICE CHAIRS	1,677.	240.	1,437.
TABLE REFINISHING	1,827.	261.	1,566.
RECEPTIONIST CHAIR	599.	86.	513.
COMPUTER CABLING	3,756.	751.	3,005.
COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGHT	4,631.	232.	4,399.
COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGHT	3,371.	169.	3,202.
COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGHT	2,570.	128.	2,442.
COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGHT	1,443.	72.	1,371.
COOPERATIVE BUILDERS - CONSTRUCTION OVERSIGHT	1,204.	60.	1,144.
SOFTWARE - OPEN OFFICE UPGRADES	1,738.	579.	1,159.
MONITER & MEMORY UPGRADE KIT	622.	124.	498.
TOTAL TO FM 990-PF, PART II, LN 14	229,836.	133,202.	96,634.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO 403(B) RETIREMENT PLAN	3,577.	0.
DUE TO 401(K) RETIREMENT PLAN	894.	0.
UPAID STOCK OPTIONS	49,784.	49,784.
TOTAL TO FORM 990-PF, PART II, LINE 22	54,255.	49,784.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NANCY J. BRUMLEY-ROBITAILLE 3715 NORTHSIDE PKWY, NW, STE 3-195 ATLANTA, GA 30327-2812	PRESIDENT/DIRECTOR 20.00	100,000.	7,118.	0.
R. BRAD FOSTER 3715 NORTHSIDE PKWY, NW, STE 3-195 ATLANTA, GA 30327-2812	VICE PRESIDENT/DIRECTOR 20.00	100,000.	7,118.	0.
MARIE B. FOSTER 3715 NORTHSIDE PKWY, NW, STE 3-195 ATLANTA, GA 30327-2812	SECRETARY/TREAS/DIRECTOR 20.00	100,000.	7,118.	0.
GALEN L. OELKERS 3715 NORTHSIDE PKWY, NW, STE 3-195 ATLANTA, GA 30327-2812	ASSISTANT SECRETARY 22.00	25,000.	15,464.	0.
EILEEN K. SCHERBERGER 3715 NORTHSIDE PKWY, NW, STE 3-195 ATLANTA, GA 30327-2812	ASSISTANT TREASURER 15.00	0.	0.	0.
BARBARA K. DEBUTTS 3715 NORTHSIDE PKWY, NW, STE 3-195 ATLANTA, GA 30327-2812	EXECUTIVE DIRECTOR 40.00	180,375.	14,430.	0.
ATIBA MBIWAN 3715 NORTHSIDE PKWY, NW, STE 3-195 ATLANTA, GA 30327-2812	ASSOCIATE DIRECTOR 40.00	95,040.	7,603.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		600,415.	58,851.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS PO BOX 52124, ATLANTA, GA 30355	NONE EDUCATION	PUBLIC CHARITY	6,000.
ALTANTA SPEECH SCHOOL, 3160 NORTHSIDE PKWY, NW, ATLANTA, GA 30327	NONE EDUCATION	PUBLIC CHARITY	125,000.
ATLANTA SYMPHONY ORCHESTRA, 1280 PEACHTREE ST, NE, STE 4074, ATLANTA, GA 303	NONE ARTS & CULTURE	PUBLIC CHARITY	500,000.
BEN FRANKLIN ACADEMY, 1585 CLIFTON ROAD, ATLANTA, GA 30329	NONE EDUCATION	PUBLIC CHARITY	100,000.
CENTER FOR PUPPETRY ARTS, 1404 SPRING STREET, NW, ATLANTA, GA 30309	NONE ARTS & CULTURE	PUBLIC CHARITY	100,000.
CHILDREN'S HEALTHCARE OF ATLANTA, 1600 TULLIE CIRCLE, NE, ATLANTA, GA 30329	NONE HEALTH & HUMAN SERVICES	PUBLIC CHARITY	253,000.
COMMUNITY FOUNDATION FOR GREATER ATLANTA 50 HURT PLAZA, SUITE 449, ATLANTA, GA 30303	NONE DISCRETIONARY	PUBLIC CHARITY	3535000.
DUKE CHILDREN'S HOSPITAL & HEALTH CENTER DUMC 3179, DURHAM, NC 27710	NONE HEALTH & HUMAN SERVICES	PUBLIC CHARITY	100,000.

ENTERPRISE COMMUNITY PARTNERS, 34 PEACHTREE ST, NE, STE 2350, ATLANTA, GA 30	NONE EDUCATION	PUBLIC CHARITY	35,000.
FAMILIES FIRST, 1105 WEST PEACHTREE ST, NE, ATLANTA, GA 30357	NONE MISSION	PUBLIC CHARITY	50,000.
FOUNDATION CENTER, 50 HURT PLAZA, STE 150, ATLANTA, GA 30303-2914	NONE DISCRETIONARY	PUBLIC CHARITY	1,000.
GEORGIA AQUARIUM, 225 BAKER STREET, ATLANTA, GA 30313	NONE EDUCATION	PUBLIC CHARITY	100,000.
GEORGIA CENTER FOR NON PROFITS, 50 HURT PLAZA, SUITE 845, ATLANTA, GA 30303	NONE DISCRETIONARY	PUBLIC CHARITY	800.
GEORGIA JUSTICE PROJECT, 438 EDGEWOOD AVENUE, NE, ATLANTA, GA 30312	NONE MISSION	PUBLIC CHARITY	75,000.
GEORGIA PARTNERSHIP FOR EXCELLENCE IN EDUCATION 233 PEACHTREE STREET, STE 2000, ATLANTA, GA 30303	NONE EDUCATION	PUBLIC CHARITY	34,000.
GRANTMAKERS IN THE ARTS, 604 WEST GALER STREET, SEATTLE, WA 98119	NONE ARTS & CULTURE	PUBLIC CHARITY	5,000.
KABOOM, 4455 CONNECTICUT AVENUE, STE B100, WASHINGTON, DC 20008	NONE EDUCATION	PUBLIC CHARITY	1,000.

KIPP METRO ATLANTA COLLABORATIVE, 80 JOSEPH E. LOWERY BLVD, ATLANTA, GA 3031	NONE EDUCATION	PUBLIC CHARITY	200,000.
MEDICAL UNIVERSITY OF SOUTH CAROLINA 310 BROAD STREET, STE 10, CHARLESTON, SC 29425	NONE MISSION	PUBLIC CHARITY	250,000.
NATIONAL BLACK ARTS FESTIVAL, PROMENADE II, 1230 PEACHTREE ST, NE, STE 500,	NONE ARTS & CULTURE	PUBLIC CHARITY	50,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1818 N STREET NW, SUITE 300, WASHINGTON, DC 20036	NONE DISCRETIONARY	PUBLIC CHARITY	1,500.
ODYSSEY INC, 1424 WEST PACES FERRY ROAD, ATLANTA, GA 30327	NONE EDUCATION	PUBLIC CHARITY	50,000.
OUR HOUSE INC, PO BOX 1304, ATLANTA, GA 30329	NONE MISSION	PUBLIC CHARITY	75,000.
OUTWARD BOUND ATLANTA, 230 PEACHTREE STREET, STE 950, ATLANTA, GA 30303	NONE HEALTH & HUMAN SERVICES	PUBLIC CHARITY	100,000.
PROJECT GRAD ATLANTA INC, 260 PEACHTREE STREET, STE 402, ATLANTA, GA 30303	NONE EDUCATION	PUBLIC CHARITY	250,000.
REFUGEE FAMILY SERVICES, 5561-H MEMORIAL DRIVE, ATLANTA, GA 30383	NONE EDUCATION	PUBLIC CHARITY	100,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350, ATLANTA, GA 30303	NONE DISCRETIONARY	PUBLIC CHARITY	8,000.

TEACH FOR AMERICA, 10 PEACHTREE PLACE, NE, ATLANTA, GA 30308	NONE EDUCATION	PUBLIC CHARITY	200,000.
THE ALLIANCE THEATRE, 1280 PEACHTREE STREET, NE, ATLANTA, GA 30309	NONE ARTS & CULTURE	PUBLIC CHARITY	50,000.
THE ATLANTA BALLET, 1400 WEST PEACHTREE STREET, NW, ATLANTA, GA 30309	NONE ARTS & CULTURE	PUBLIC CHARITY	100,000.
THE ATLANTA EDUCATION FUND, 250 WILLIAMS STREET, STE 2115, ATLANTA, GA 30303	NONE EDUCATION	PUBLIC CHARITY	150,000.
THE ATLANTA OPERA, 1575 NORTHSIDE DRIVE, BLDG 300, STE 350, ATLANTA, GA 3031	NONE ARTS & CULTURE	PUBLIC CHARITY	50,000.
THEATRE IV, 114 WEST BROAD STREET, RICHMOND, VA 23220	NONE ARTS & CULTURE	PUBLIC CHARITY	50,000.
THE FERNBANK MUSEUM OF NATURAL HISTORY 767 CLIFTON ROAD, NE, ATLANTA, GA 30307	NONE EDUCATION	PUBLIC CHARITY	250,000.
THE HIGH MUSEUM OF ART, 1280 PEACHTREE STREET, NE, ATLANTA, GA 30309	NONE ARTS & CULTURE	PUBLIC CHARITY	50,000.
THE SCHENCK SCHOOL, 282 MOUNT PARAN ROAD, NW, ATLANTA, GA 30327	NONE EDUCATION	PUBLIC CHARITY	250,000.

TRINITY PRESBYTERIAN CHURCH, 3003 HOWELL MILL ROAD, ATLANTA, GA 30327	NONE DISCRETIONARY	PUBLIC CHARITY	150,000.
VOICES FOR GEORGIA'S CHILDREN, 100 EDGEWOOD AVENUE, NE, SUITE 520, ATLANTA,	NONE MISSION	PUBLIC CHARITY	200,000.
VOX TEEN COMMUNICATIONS INC, 229 PEACHTREE STREET, STE 725, ATLANTA, GA 3030	NONE EDUCATION	PUBLIC CHARITY	50,000.
WHITEFOORD COMMUNITY PROGRAM, 1353 GEORGE W BRUMLEY WAY, SE, ATLANTA, GA 303	NONE MISSION	PUBLIC CHARITY	5,000.
WOODRUFF ART CENTER, 1280 PEACHTREE STREET, NE, ATLANTA, GA 30309	NONE ARTS & CULTURE	PUBLIC CHARITY	50,000.
YOUTH ENSEMBLE OF ATLANTA, 880 PONCE DE LEON AVENUE, ATLANTA, GA 30306	NONE ARTS & CULTURE	PUBLIC CHARITY	100,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			7,810,300.

Form **8868** (Rev April 2008) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

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

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
	ZEIST FOUNDATION, INC	58-1890927
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions 3715 NORTHSIDE PKWY, NW, NO. 3-195	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ATLANTA, GA 30327-2812	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ THE ZEIST COMPANY, LLC 3715 NORTHSIDE PKWY, NW, STE 3-195 - 30327-2812

  Telephone No. ▶ (404) 949-3160 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2009 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2008 or

▶ [ ] tax year beginning ______, and ending ______

2 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 65,000.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 221,095.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** You **must** file original and one copy

Type or print. File by the extended due date for filing the return See instructions	Name of Exempt Organization: ZEIST FOUNDATION, INC	Employer identification number: 58-1890927
	Number, street, and room or suite no If a P.O box, see instructions: 3715 NORTHSIDE PKWY, NW, NO. 3-195	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.: ATLANTA, GA 30327-2812	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE ZEIST COMPANY, LLC 3715 NORTHSIDE PKWY, NW, STE 3-195 - 30327-2812

Telephone No ▶ (404) 949-3160 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2009

5 For calendar year 2008 , or other tax year beginning ______, and ending ______

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER REQUIRES ADDITIONAL TIME TO COMPILE INFORMATION NEEDED FOR THE PREPARATION OF AN ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 65,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 221,095.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TAX MANAGER / CFO Date ▶ 8/12/09

823832
01-21-09

Form **8868** (Rev. April 2008) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	ZEIST FOUNDATION, INC	58-1890927
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions 3715 NORTHSIDE PKWY, NW, NO. 3-195	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30327-2812	

Check type of return to be filed (file a separate application for each return).

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ THE ZEIST COMPANY, LLC 3715 NORTHSIDE PKWY, NW, STE 3-195 - 30327-2812

  Telephone No ▶ (404) 949-3160 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2009, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2008 or

▶ [ ] tax year beginning ______, and ending ______

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 65,000.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 221,095.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy

Type or print		
	Name of Exempt Organization ZEIST FOUNDATION, INC	Employer identification number 58-1890927
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions 3715 NORTHSIDE PKWY, NW, NO. 3-195	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ATLANTA, GA 30327-2812	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE ZEIST COMPANY, LLC 3715 NORTHSIDE PKWY, NW, STE 3-195 - 30327-2812

Telephone No. ▶ (404) 949-3160 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2009

5 For calendar year 2008 , or other tax year beginning ______, and ending ______

6 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAXPAYER REQUIRES ADDITIONAL TIME TO COMPILE INFORMATION NEEDED FOR THE PREPARATION OF AN ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 65,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 221,095.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ TAX MANAGER / CFO Date ▶ 8/12/09

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