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Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2008

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

THE KNOX FOUNDATION
3133 WASHINGTON ROAD, N.W.
THOMSON, GA 30824

A Employer identification number
58-6163728

B Telephone number (see the instructions)
706-595-1907

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, column (c), line 16) ► $ 46,188,923.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	337,291.			
	2 Ck ► [ ] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,168,374.	2,168,374.	2,168,374.	
	5a Gross rents	273,804.	273,804.	273,804.	
	b Net rental income or (loss) 184,155.				
	6a Net gain/(loss) from sale of assets not on line 10	560,575.			
	b Gross sales price for all assets on line 6a 10,586,132.				
	7 Capital gain net income (from Part IV, line 2)		560,575.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	17,181.	17,181.	17,181.	
	12 **Total.** Add lines 1 through 11	3,357,225.	3,019,934.	2,459,359.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	120,000.	60,000.		60,000.
	14 Other employee salaries and wages	80,000.	40,000.		40,000.
	15 Pension plans, employee benefits	50,000.	25,000.		25,000.
	16a Legal fees (attach schedule) See St 2	178.	89.		89.
	b Accounting fees (attach sch) See St 3	7,750.	3,875.		3,875.
	c Other prof fees (attach sch) See St 4	141,288.	141,288.		
	17 Interest				
	18 Taxes (attach schedule) See Stmt 5	40,193.	7,839.		7,092.
	19 Depreciation (attach sch) and depletion	80,736.	80,736.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 6	154,991.	134,943.		20,049.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	675,136.	493,770.		156,105.
	25 Contributions, gifts, grants paid Part XV	3,444,932.			3,444,932.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,120,068.	493,770.	0.	3,601,037.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-762,843.			
	b **Net investment income** (if negative, enter -0-)		2,526,164.		
	c **Adjusted net income** (if negative, enter -0-)			2,459,359.	[illegible]

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	3,263,686.	7,201,553.	7,201,553.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	9,683.	9,648.	9,648.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 7	59,382,242.	32,704,052.	32,704,052.
	c	Investments – corporate bonds (attach schedule) Statement 8	408,395.	1,046,990.	1,046,990.
	11	Investments – land, buildings, and equipment: basis ► 4,979,635.			
		Less: accumulated depreciation (attach schedule) See Stmt 9 ► 1,035,483.	4,033,313.	3,944,152.	4,979,635.
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► See Statement 10)	173,545.	247,045.	247,045.
	16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	67,270,864.	45,153,440.	46,188,923.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► See Statement 11)	112,700.	54,375.	
	23	Total liabilities (add lines 17 through 22)	112,700.	54,375.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	67,158,164.	45,099,065.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	67,158,164.	45,099,065.	
	31	Total liabilities and net assets/fund balances (see the instructions)	67,270,864.	45,153,440.	

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	67,158,164.
2	Enter amount from Part I, line 27a	2	-762,843.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	66,395,321.
5	Decreases not included in line 2 (itemize) ► See Statement 12	5	21,296,256.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	45,099,065.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 13			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	560,575.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	-318,242.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	3,464,017.	72,690,570.	0.047654
2006	1,906,484.	71,586,261.	0.026632
2005	2,369,283.	64,567,914.	0.036694
2004	2,133,127.	59,978,298.	0.035565
2003	2,999,662.	49,416,642.	0.060701

2	Total of line 1, column (d)	2	0.207246
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.041449
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	56,381,209.
5	Multiply line 4 by line 3	5	2,336,945.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,262.
7	Add lines 5 and 6	7	2,362,207.
8	Enter qualifying distributions from Part XII, line 4	8	3,601,037.

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 the 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. ▶ [X] and enter 1% of Part I, line 27b	1	25,262.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	25,262.
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	25,262.
6 Credits/Payments:		
a 2008 estimated tax pmts and 2007 overpayment credited to 2008 — 6a — 46,844.		
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. See Statement 14	7	25,262.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ▶ Refunded ▶	11	

Part VII-A — Statements Regarding Activities

		Yes	No
1a *During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?*	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 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?	4b	N/A	
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, column (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ N/A			
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 ► BOONE A. KNOX Telephone no. ► (706) 595-1907

Located at ► 3133 Washington Rd N W THOMSON GA ZIP + 4 ► 30824

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

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

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1 b		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?	1 c		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 ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3 a	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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
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?	**7b**	N/A	

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BOONE A. KNOX P.O. BOX 26 THOMSON, GA 30824	Trustee 0	0.	0.	0.
JEFFERSON B. A. KNOX P. O. BOX 26 THOMSON, GA 30824	DIRECTOR 40.00	120,000.	30,000.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDY WHIDDON P.O. BOX 26 THOMSON, GA 30824	ADMINISTRATIV 40	80,000.	20,000.	0.

Total number of other employees paid over $50,000 ► [illegible]

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

BAA Form 990-PF (2008)

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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	46,770,839.
b Average of monthly cash balances		1b	5,232,620.
c Fair market value of all other assets (see instructions)		1c	5,236,347.
d **Total** (add lines 1a, b, and c)		1d	57,239,806.
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	57,239,806.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	858,597.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	56,381,209.
6 **Minimum investment return.** Enter 5% of line 5		6	2,819,060.

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	2,819,060.
2a Tax on investment income for 2008 from Part VI, line 5	2a 25,262.		
b Income tax for 2008. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	25,262.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	2,793,798.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	2,793,798.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,793,798.

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	3,601,037.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,601,037.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	25,262.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,575,775.

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				2,793,798.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			3,409,312.	
b Total for prior years: 20__, 20__, 20__		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: ► $ 3,601,037.				
a Applied to 2007, but not more than line 2a			3,409,312.	
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				191,725.
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 instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				2,602,073.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

See Statement 15

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:

See Statement 16

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 17				
Total ► 3a				3,444,932.
b *Approved for future payment*				
				848.881
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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					
4 Dividends and interest from securities			14	2,168,374.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	184,155.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	560,575.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLEANOUS RECEIPTS			19	17,181.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,930,285.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,930,285.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
N/A	

548.881

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.

► X [signature] | Date | ► PRESIDENT
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature	► [signature]	Date 2-7-12	Check if self-employed ► ☒ Preparer's identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code	► Baird & Company, CPAs, LLC 4210 Columbia Rd., Bldg #10 Augusta, GA 30907		EIN ► N/A Phone no. ► (706) 855-9500

BAA

848.881

TEEA0503L 01/02/09

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ and 990-PF
► See separate instructions.

OMB No. 1545-0047

2008

Name of the organization	Employer identification number
THE KNOX FOUNDATION	58-6163728

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ *527 political organization*
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule. (Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule –

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year.) . . . . ► $ ________

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

04B.091

TEEA0701L 12/18/08

Name of organization: THE KNOX FOUNDATION

Employer identification number: 58-6163728

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE PAT KNOX /JKL/ CLAT TRUST P.O. BOX 927 AUGUSTA, GA 30907	$ 75,013.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	THE PAT KNOX /DAK/ CLAT TRUST P.O. BOX 927 AUGUSTA, GA 30907	$ 75,013.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	THE GEORGE ANN KNOX CLAT TRUST P.O. BOX 26 THOMSON, GA 30824	$ 187,265.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

84B.001

Name of organization: THE KNOX FOUNDATION

Employer identification number: 58-6163728

Part II **Noncash Property** (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	
		$	
		$	
		$	
		$	
		$	

048.001

TEEA0703L 08/05/08

Name of organization: THE KNOX FOUNDATION

Employer identification number: 58-6163728

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of $1,000 or less for the year. (Enter this information once – see instructions.) .... ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
MISCELLEANOUS RECEIPTS	$ 17,181.		
Total	$ 17,181.	$ 0.	$ 0.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	$ 178.	$ 89.		$ 89.
Total	$ 178.	$ 89.	$ 0.	$ 89.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BAIRD & COMPANY, CPA	$ 7,750.	$ 3,875.		$ 3,875.
Total	$ 7,750.	$ 3,875.	$ 0.	$ 3,875.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	$ 141,288.	$ 141,288.		
Total	$ 141,288.	$ 141,288.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	$ 25,262.			
FOREIGN TAXES PAID	747.	$ 747.		
PAYROLL TAXES	14,184.	7,092.		$ 7,092.
Total	$ 40,193.	$ 7,839.	$ 0.	$ 7,092.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER	$ 75.	$ 38.		$ 37.
DUES	6,105.	3,052.		3,053.
INSURANCE - HEALTH	22,022.	11,011.		11,011.
MISCELLANEOUS EXPENSE	9,667.	4,834.		4,834.
OFFICE SUPPLIES	182.	91.		91.
PORTFOLIO EXPENSES - FROM K-1	25,244.	25,244.		
Rental Expenses	89,649.	89,649.		
REPAIRS	234.	117.		117.
TELEPHONE EXPENSES	1,813.	907.		906.
Total	$ 154,991.	$ 134,943.	$ 0.	$ 20,049.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
179,017 SHS REGIONS FINANCIAL CORP	Mkt Val	$ 1,424,975.	$ 1,424,975.
163,510 SHS COUSINS PROPERTIES	Mkt Val	2,264,614.	2,264,614.
100,000 SHS WACHOVIA	Mkt Val	0.	0.
359,678 SHS EQUITY RESID PROPERTIES	Mkt Val	10,725,492.	10,725,492.
50,000 SHS FAMILY DOLLAR STORES	Mkt Val	1,303,500.	1,303,500.
175 SHS ALTRIA GROUP	Mkt Val	2,636.	2,636.
10,000 SHS INTEL CORP	Mkt Val	146,600.	146,600.
4,075 SHS EXXON MOBILE CORP	Mkt Val	325,307.	325,307.
5,000 SHS JOHNSON & JOHNSON	Mkt Val	299,150.	299,150.
11,000 SHS PFIZER INC	Mkt Val	0.	0.
2,000 SHS WELLS FARGO	Mkt Val	58,960.	58,960.
9800 SHS AMBAC	Mkt Val	0.	0.
4,600 SHS CHEVRON TEXACO	Mkt Val	340,262.	340,262.
1,200 SHS COUSINS PROPERTIES	Mkt Val	16,620.	16,620.
EXXON MOBILE 30,000 SHS	Mkt Val	0.	0.
14,700 SHS PRUDENTIAL FINANCIAL	Mkt Val	444,822.	444,822.
US BANCORP 9,000 SHS	Mkt Val	0.	0.
BELLE MEADE - 5010 SHS	Mkt Val	11,000.	11,000.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
GE 30,000 SHS	Mkt Val	$ 486,000.	$ 486,000.
AFLAC 5000 SHS	Mkt Val	229,200.	229,200.
GENERAL DYNAMICS 3,500 SHS	Mkt Val	201,565.	201,565.
GE 8,500 SHS	Mkt Val	137,700.	137,700.
CHEVRONTEXACO - 20,000 SHS	Mkt Val	0.	0.
RAYONIER INC - 90,000 SHS	Mkt Val	2,821,500.	2,821,500.
6,000 SHS ABBOTT LABS	Mkt Val	293,535.	293,535.
4,500 SHS AMERICAN INT'L GROUP	Mkt Val	0.	0.
6,000 SHS DOVER CORP	Mkt Val	0.	0.
10,000 SHS CITIGROUP	Mkt Val	67,100.	67,100.
10,000 SHS PRINCIPAL FIN'L GROUP	Mkt Val	225,700.	225,700.
50,000 SHS AT&T	Mkt Val	1,425,000.	1,425,000.
8,000 SHS AT&T INC	Mkt Val	228,000.	228,000.
4,500 SHS COLGATE-PALMOLIVE CO	Mkt Val	308,430.	308,430.
3,800 SHS W.W. GRAINGER INC	Mkt Val	299,592.	299,592.
2,650 SHS INTL BUSINESS MACHINES CORP	Mkt Val	223,024.	223,024.
12,000 SHS WOLVERINE WORLD WIDE	Mkt Val	252,480.	252,480.
7,025 SHS COVENTRY HEALTHCARE	Mkt Val	0.	0.
4600 SHRS HELMERICH & PAYNE INC	Mkt Val	104,650.	104,650.
4000 NORTHERN TRUST CORP	Mkt Val	208,560.	208,560.
8000 WALGREEN CO	Mkt Val	197,360.	197,360.
8,000 AMERICAN CAPTIAL STRATEGIES	Mkt Val	0.	0.
13,800 BEST BUY CO INC	Mkt Val	0.	0.
SECURITY BANK 67,879 SHS	Mkt Val	71,273.	71,273.
SYSCO CORP 9,000 SHS	Mkt Val	206,460.	206,460.
HENDERSON INTL OPPORT 87,386 SHS	Mkt Val	1,355,264.	1,355,264.
KRAFT - 121 SHS	Mkt Val	3,249.	3,249.
MORGAN KEEGAN EARLY STAGE	Mkt Val	376,602.	376,602.
ADP - 6000 SHS	Mkt Val	236,040.	236,040.
CINTAS - 8,500 SHS	Mkt Val	0.	0.
ARTHUR GALLAGHER - 11,000 SHS	Mkt Val	285,010.	285,010.
LINEAR TECHNOLOGY - 10,000 SHS	Mkt Val	221,200.	221,200.
MCCORMICK - 8,425 SHS	Mkt Val	268,421.	268,421.
PEPSICO - 4,650 SHS	Mkt Val	254,681.	254,681.
PROCTOR & GAMBLE - 4,900 SHS	Mkt Val	302,918.	302,918.
VALSPAR - 13,000 SHS	Mkt Val	235,170.	235,170.
MBIA - 8,000 SHS	Mkt Val	0.	0.
MCGRAW-HILL 9,700 SHS	Mkt Val	0.	0.
MYAN LABS - 25,000	Mkt Val	0.	0.
ALTRIA GROUP - 2,745 SHS	Mkt Val	41,440.	41,440.
AMAZON - 2,280 SHS	Mkt Val	116,918.	116,918.
APPLE - 1,070 SHS	Mkt Val	91,325.	91,325.
BOEING - 2,025 SHS	Mkt Val	86,407.	86,407.
CATERPILLAR - 2,680 SHS	Mkt Val	119,716.	119,716.
COACH - 5,520 SHS	Mkt Val	114,650.	114,650.
EMC CORP - 8,140 SHS	Mkt Val	85,226.	85,226.
GOOGLE - 290 SHS	Mkt Val	89,219.	89,219.
HEARTLAND PAYMENT SYSTEMS - 7125 SHS	Mkt Val	124,688.	124,688.
PLANTRONICS - 7500 SHS	Mkt Val	99,000.	99,000.
RESEARCH IN MOTION - 1650 SHS	Mkt Val	66,957.	66,957.
WACHOVIA - 4350 SHS	Mkt Val	24,099.	24,099.
YUM BRANDS - 5085 SHS	Mkt Val	160,178.	160,178.
GARMIN - 10,000 SHS	Mkt Val	191,700.	191,700.
GENUINE PARTS - 6200 SHS	Mkt Val	234,732.	234,732.
MK FUND OF FUNDS II	Mkt Val	455,215.	455,215.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
AUTODESK 4500 SHS	Mkt Val	$ 88,425.	$ 88,425.
GENERAL ELECTRIC 5800 SHS	Mkt Val	93,960.	93,960.
LABORATORY CORP 2350 SHS	Mkt Val	151,364.	151,364.
NOBLE CORP - 2400 SHS	Mkt Val	53,016.	53,016.
MICROSOFT - 20,000 SHS	Mkt Val	388,800.	388,800.
PHILLIP MORRIS - 2745 SHS	Mkt Val	119,435.	119,435.
HOLLY CORP - 3500 SHS	Mkt Val	63,805.	63,805.
MCGRAW-HILL 6550 SHS	Mkt Val	151,895.	151,895.
MEREDITH CORP - 8000 SHS	Mkt Val	136,960.	136,960.
PARKER HANNIFIN - 5000 SHS	Mkt Val	212,700.	212,700.
T ROWE PRICE - 3700 SHS	Mkt Val	131,128.	131,128.
STRYKER CORP - 2850 SHS	Mkt Val	113,858.	113,858.
PHILLIP MORRIS - 175 SHS	Mkt Val	7,614.	7,614.
	Total	$ 32,704,052.	$ 32,704,052.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
GMAC GLOBAL NOTES	Mkt Val	$ 0.	$ 0.
MERRILL LYNCH 0.0%	Mkt Val	56,580.	56,580.
BB&T CAP 8.95%	Mkt Val	62,375.	62,375.
BANK OF AMERICA 7.25%	Mkt Val	81,438.	81,438.
FREEPORT 6.75%	Mkt Val	80,665.	80,665.
REGIONS FINANCING 8.875	Mkt Val	256,332.	256,332.
SUNTRUST CAPITAL 7.875%	Mkt Val	166,850.	166,850.
WACHOVIA CAP	Mkt Val	342,750.	342,750.
	Total	$ 1,046,990.	$ 1,046,990.

Statement 9
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 29,706.	$ 23,690.	$ 6,016.	$ 29,706.
Buildings	3,622,864.	1,011,793.	2,611,071.	3,622,864.
Land	1,327,065.		1,327,065.	1,327,065.
Total	$ 4,979,635.	$ 1,035,483.	$ 3,944,152.	$ 4,979,635.

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ACCRUED DIVIDENDS	$ 173,545.	$ 173,545.
NOTES RECEIVABLE	73,500.	73,500.
Total	$ 247,045.	$ 247,045.

Statement 11
Form 990-PF, Part II, Line 22
Other Liabilities

SECURITY DEPOSIT	$ 300.
OPTIONS	54,075.
Total	$ 54,375.

Statement 12
Form 990-PF, Part III, Line 5
Other Decreases

UNREALIZED LOSS ON FMV OF INVESTMENTS	$ 21,296,256.
Total	$ 21,296,256.

Statement 13
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	13800 BEST BUY	Purchased	Various	1/02/2008
2	100000 GMAC	Purchased	8/23/2004	1/22/2008
3	25000 LYLAN LABS	Purchased	8/02/2007	3/05/2008
4	11500 THOR INDUSTRIES	Purchased	1/29/2008	3/14/2008
5	4400 FEDEX CORP	Purchased	3/18/2008	5/23/2008
6	7025 COVENTRY HEALTHCARE	Purchased	Various	6/25/2008
7	9700 MCGRAW-HILL	Purchased	Various	6/25/2008
8	13000 MICROSOFT	Purchased	3/05/2008	6/25/2008
9	38 NORTEL NETWORKS	Purchased	5/20/2008	6/25/2008
10	8000 MBIA INC	Purchased	7/30/2007	8/28/2008
11	1000 GOLDMAN SACHS GROUP	Purchased	4/01/2008	9/16/2008
12	3100 MARATHON OIL	Purchased	6/25/2008	10/08/2008
13	1400 GENERAL DYNAMICS	Purchased	10/08/2008	11/03/2008
14	6600 NOKIA CORP	Purchased	Various	11/10/2008
15	10100 ML	Purchased	9/05/2007	12/03/2008
16	20000 CHEVRON CORP	Purchased	5/05/2003	1/22/2008
17	30000 EXXON MOBILE	Purchased	Various	1/22/2008
18	500 FAMILY DOLLAR	Purchased	10/05/2007	1/22/2008
19	700 RAYONIER	Purchased	Various	2/19/2008
20	200 RAYONIER	Purchased	2/28/2008	3/24/2008

Statement 13 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
21	300 RAYONIER	Purchased	Various	4/18/2008
22	400 RAYONIER	Purchased	Various	5/19/2008
23	600 RAYONIER	Purchased	4/14/2008	8/11/2008
24	100000 WACHOVIA	Purchased	7/06/2000	10/02/2008
25	150 CATEPILLAR	Purchased	10/22/2008	11/21/2008
26	150 GENERAL ELECTRIC	Purchased	10/22/2008	11/21/2008
27	150 AT&T	Purchased	10/22/2008	11/24/2008
28	150 CHEVRON	Purchased	10/22/2008	11/24/2008
29	150 EXXON MOBILE	Purchased	10/22/2008	11/24/2008
30	290 RAYONIER	Purchased	5/13/2008	11/24/2008
31	100 CHEVRON	Purchased	12/02/2008	12/22/2008
32	50 EXXON MOBILE	Purchased	12/02/2008	12/22/2008
33	100 PROCTOR & GAMBLE	Purchased	12/02/2008	12/22/2008
34	100 WALMART	Purchased	12/02/2008	12/22/2008
35	2450 AMBAC FIN'L GRP	Purchased	1/04/2001	2/06/2008
36	1550 AMBAC FIN'L GRP	Purchased	8/22/2007	2/06/2008
37	1000 AFLAC	Purchased	Various	2/13/2008
38	500 ABBOTT LABS	Purchased	8/22/2007	2/13/2008
39	4900 AMBAC FIN'L GRP	Purchased	11/09/2007	2/13/2008
40	900 AMBAC FIN'L GRP	Purchased	1/04/2001	2/13/2008
41	650 GENERAL DYNAMICS	Purchased	9/11/2002	2/13/2008
42	1350 HELMERICH & PAYNE	Purchased	10/17/2006	2/13/2008
43	1000 NORTHERN TRUST CORP	Purchased	10/13/2006	2/13/2008
44	4500 AMERICAN INTL GROUP	Purchased	Various	2/20/2008
45	850 IBM	Purchased	Various	4/01/2008
46	500 AFLAC	Purchased	2/06/2002	5/28/2008
47	8500 CINTAS	Purchased	4/25/2007	5/28/2008
48	500 EXXON MOBIL CORP	Purchased	Various	5/28/2008
49	11000 PFIZER INC	Purchased	Various	6/24/2008
50	9000 US BANCORP	Purchased	7/03/2000	7/25/2008
51	6000 DOVER CORP	Purchased	10/20/2004	9/04/2008
52	7000 AMERICAN CAPITAL	Purchased	2/23/2006	11/18/2008
53	1000 AMERICAN CAPITAL	Purchased	8/22/2007	11/18/2008
54	BELLE MEADE LOT 39	Purchased	Various	2/15/2008
55	FROM MK EARLY STAGE FUND K-1	Purchased	Various	Various
56	FROM MK PRIVATE EQUITY FUND	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	705,558.		659,932.	45,626.				$ 45,626.
2	100,000.		105,703.	-5,703.				-5,703.
3	268,209.		405,904.	-137,695.				-137,695.
4	335,051.		381,763.	-46,712.				-46,712.
5	383,031.		373,129.	9,902.				9,902.
6	214,231.		369,870.	-155,639.				-155,639.
7	405,303.		592,220.	-186,917.				-186,917.
8	366,332.		368,816.	-2,484.				-2,484.
9	339.		0.	339.				339.
10	122,141.		472,709.	-350,568.				-350,568.
11	121,273.		174,125.	-52,852.				-52,852.
12	90,308.		162,505.	-72,197.				-72,197.
13	84,576.		90,446.	-5,870.				-5,870.
14	97,739.		188,250.	-90,511.				-90,511.
15	63,793.		232,669.	-168,876.				-168,876.

Statement 13 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
16	1571522.		671,518.	900,004.				$ 900,004.
17	2434865.		1093425.	1341440.				1341440.
18	51,793.		0.	51,793.				51,793.
19	60,042.		0.	60,042.				60,042.
20	8,070.		0.	8,070.				8,070.
21	32,838.		37,746.	-4,908.				-4,908.
22	66,736.		0.	66,736.				66,736.
23	181,293.		135,435.	45,858.				45,858.
24	442,592.		1064403.	-621,811.				-621,811.
25	30,244.		19,256.	10,988.				10,988.
26	10,500.		62,100.	-51,600.				-51,600.
27	10,530.		0.	10,530.				10,530.
28	37,500.		0.	37,500.				37,500.
29	22,894.		0.	22,894.				22,894.
30	92,293.		0.	92,293.				92,293.
31	13,250.		0.	13,250.				13,250.
32	5,000.		0.	5,000.				5,000.
33	10,000.		0.	10,000.				10,000.
34	8,494.		0.	8,494.				8,494.
35	27,107.		130,704.	-103,597.				-103,597.
36	17,149.		97,870.	-80,721.				-80,721.
37	61,679.		26,070.	35,609.				35,609.
38	28,025.		21,120.	6,905.				6,905.
39	44,614.		136,609.	-91,995.				-91,995.
40	8,194.		48,014.	-39,820.				-39,820.
41	54,066.		26,085.	27,981.				27,981.
42	57,171.		32,225.	24,946.				24,946.
43	71,766.		60,290.	11,476.				11,476.
44	213,838.		304,399.	-90,561.				-90,561.
45	98,599.		70,166.	28,433.				28,433.
46	33,190.		13,032.	20,158.				20,158.
47	246,865.		322,104.	-75,239.				-75,239.
48	44,845.		21,361.	23,484.				23,484.
49	192,609.		302,143.	-109,534.				-109,534.
50	259,558.		218,973.	40,585.				40,585.
51	278,272.		224,191.	54,081.				54,081.
52	42,374.		254,590.	-212,216.				-212,216.
53	6,053.		40,480.	-34,427.				-34,427.
54	17,500.		13,175.	4,325.				4,325.
55	334,318.		0.	334,318.				334,318.
56	0.		32.	-32.				-32.
							Total	$ 560,575.

Statement 14
Form 990-PF, Part VI, Line 7
Total Credits and Payments

Tax Credits and Payments	$	46,844.
Original Return Overpayment		-21,582.
Total	$	25,262.

848.901

Statement 15
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

BOONE A. KNOX
JEFFERSON B. A. KNOX

Statement 16
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	KNOX FOUNDATION
Care Of:	c/o JUDY WHIDDON
Street Address:	3133 WASHINGTON RD
City, State, Zip Code:	THOMSON, GA 30814
Telephone:	
Form and Content:	NO SPECIFIC FORMAT
Submission Deadlines:	NO SPECIFIC DEADLINES
Restrictions on Awards:	NONE

Statement 17
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
AUGUSTA BALLET, INC. 1301 GREEN ST AUGUSTA, GA 30904	NONE	EXEMPT	GENERL SUPPORT	$ 45,000.
AUGUSTA CHILDREN CHORALE PO BOX 115383 AUGUSTA, GA 30919	NONE	EXEMPT	GENERL SUPPORT	13,000.
AUGUSTA CHORAL SOCIETY PO BOX 1402 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	18,000.
AUGUSTA OPERA ASSOCIATION P.O. BOX 240 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	50,000.
AUGUSTA PLAYERS, INC PO BOX 2352 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	34,000.
AUGUSTA SYMPHONY PO BOX 579 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	54,700.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
CSRA HUMANE SOCIETY P.O. BOX 14667 AUGUSTA, GA 30919	NONE	EXEMPT	GENERL SUPPORT	$ 25,000.
GA/CAROLINA COUNCIL/BSA PO BOX 2247 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	15,807.
GERTRUDE HERBERT ART INS 506 TELFAIR STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERL SUPPORT	46,000.
GOLDEN HARVEST FOOD BANK 3310 COMMERCE DRIVE AUGUSTA, GA 30909	NONE	EXEMPT	GENERL SUPPORT	30,000.
GREATER AUGUSTA ARTS COUNCIL 1301 GREEN STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERL SUPPORT	15,000.
THE HALE FOUNDATION 402 WALKER STREET AUGUSTA, GA 30902	NONE	EXEMPT	GENERL SUPPORT	15,000.
HISTORIC AUGUSTA, INC PO BOX 37 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	20,800.
SACRED HEART CULTURAL CTR 1301 GREENE STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERL SUPPORT	133,000.
UNITED WAY- MCDUFFIE CNTY PO BOX 87 THOMSON, GA 30824	NONE	EXEMPT	GENERL SUPPORT	11,000.
UNITED WAY OF CSRA PO BOX 1724 AUGUSTA, GA 30904	NONE	EXEMPT	GENERL SUPPORT	10,000.
ART FACTORY 1510 JOHNS ROAD AUGUSTA, GA 30904	NONE	EXEMPT	GENERL SUPPORT	10,000.
EMPTY STOCKING FUND P.O. BOX 1928 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	5,000.
TUESDAY MUSIC LIVE 605 REYNOLDS ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERL SUPPORT	5,000.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
AMERICAN CANCER SOCIETY P.O. BOX 539 THOMSON, GA 30824	NONE	EXEMPT	GENERL SUPPORT	$ 3,000.
AUGUSTA URBAN MINISTRIES P.O. BOX 2001 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	36,000.
CHILD ENRICHMENT INC P.O. BOX 12036 AUGUSTA, GA 30914	NONE	EXEMPT	GENERL SUPPORT	35,000.
AMERICAN RED CROSS 1322 ELLIS STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERL SUPPORT	59,000.
AUGUSTA COLLEGIUM MUSICUM 2644 HENRY STREET AUGUSTA, GA 30904	NONE	EXEMPT	GENERL SUPPORT	2,000.
FAMILY "Y" 3617 WALTON WAY AUGUSTA, GA 30909	NONE	EXEMPT	GENERL SUPPORT	40,000.
SALVATION ARMY PO BOX 2523 AUGUSTA, GA 30903	NONE	EXEMPT	GENERL SUPPORT	16,000.
WESLEYAN COLLEGE 4760 FORSYTH ROAD MACON, GA 31210	NONE	EXEMPT	GENERL SUPPORT	30,000.
WIMBERLY HOUSE MINISTRIES PO BOX 50 WAYNESBORO, GA 30830	NONE	EXEMPT	GENERL SUPPORT	10,000.
HOPE HOUSE FOR WOMEN PO BOX 3597 AUGUSTA, GA 30914	NONE	EXEMPT	GENERAL SUPPORT	12,500.
BOYS & GIRLS CLUB THOMSON 1903 DIVISION STREET AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	6,000.
FORE AUGUSTA 3165 DAMASCUS ROAD AUGUSTA, GA 30909	NONE	EXEMPT	GENERAL SUPPORT	5,000.
FELLOWSHIP OF CHRISTIAN PO BOX 204168 AUGUSTA, GA 30917	NONE	EXEMPT	GENERAL SUPPORT	6,000.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
INTERFAITH HOSPITALITY 2177 CENTRAL AVENUE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	$ 30,000.
ACTIVITIES COUNCIL OF THOMSON P.O. BOX 674 THOMSON, GA 30824	NONE	EXEMPT	GENERAL SUPPORT	10,000.
UGA FOUNDATION 394 S. MILLEDGE AVE. STE. 142 ATHENS, GA 30605	NONE	EXEMPT	GENERAL SUPPORT	25,000.
BOYS & GIRLS CLUB AUGUSTA 1903 DIVISION STREET AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	50,000.
AUGUSTA PREPARATORY DAY 285 FLOWING WELLS ROAD AUGUSTA, GA 30907	NONE	EXEMPT	GENERAL SUPPORT	42,000.
EPISCOPAL DAY SCHOOL 2248 WALTON WAY AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	5,500.
AUGUSTA MUSEUM OF HISTORY 560 REYNOLDS ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	61,819.
SE NATURAL SCIENCES 1858 LOCK & DAM RD AUGUSTA, GA 30906	NONE	EXEMPT	GENERAL SUPPORT	300.
AUGUSTA STATE UNIVERSITY 2500 WALTON WAY AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	1,777,000.
EASTER SEALS P.O. BOX 2441 AUGUSTA, GA 30903	NONE	EXEMPT	GENERAL SUPPORT	10,000.
MCCALLIE SCHOOL 500 DODDS AVENUE CHATTANOOGA, TN 37404	NONE	EXEMPT	GENERAL SUPPORT	10,000.
CHURCH OF THE GOOD SHEPHERD 1105 FURY'S LANE, STE. C MARTINEZ, GA 30907	NONE	EXEMPT	GENERAL SUPPORT	22,000.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
MOLLYS MILITIA, INC 501 LAUREL LAKES DRIVE BELVEDERE, SC 29860	NONE	EXEMPT	GENERAL SUPPORT	$ 10,000.
RACHEL LONGSTREET FOUNDATION PO BOX 2247 AUGUSTA, GA 30903	NONE	EXEMPT	GENERAL SUPPORT	28,000.
UNIVERSITY HEALTH CARE FOUNDAT 2100 CENTRAL AVE SUITE D-1 AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	20,000.
AUGUSTA MINI THEATRE 430 8TH STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	10,000.
HERITAGE ACADEMY 2230 BROAD STREET AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	30,100.
JUD C HICKEY CENTER 1901 CENTRAL AVE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	6,000.
WESTMINISTER SCHOOL 3067 WHEELER ROAD AUGUSTA, GA 30909	NONE	EXEMPT	GENERAL SUPPORT	32,866.
KAPPA ALPHA ORDER ED FOUND PO BOX 296 STATE COLLEGE, PA 16804	NONE	EXEMPT	GENERAL SUPPORT	35,000.
ST JOHN UMC PO BOX 444 AUGUSTA, GA 30903	NONE	EXEMPT	GENERAL SUPPORT	3,000.
STORYLAND THEATRE PO BOX 14875 AUGUSTA, GA 30919	NONE	EXEMPT	GENERAL SUPPORT	15,000.
AQUINAS HIGH SCHOOL 1920 HIGHLAND AVENUE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	30,000.
COLLEGE OF CHARLESTON FOUNDATI 66 GEORGE STREET CHARLESTON, SC 29424	NONE	EXEMPT	GENERAL SUPPORT	12,000.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
JUNIOR ACHIEVEMENT OF GEORGIA PO BOX 1089 AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	$ 14,100.
THE LYDIA PROJECT INC 1321 ARSENAL AVE AUGUSTA, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	15,000.
UGA TEE-OFF CLUB 120 PENDLETON DR ATHENS, GA 30606	NONE	EXEMPT	GENERAL SUPPORT	2,000.
COASTAL EMPIRE POLIO SURVIVORS 112 VAN NUYS BLVD SAVANNAH, GA 31419	NONE	EXEMPT	GENERAL SUPPORT	2,500.
GEORGIA TRUST FOR HISTORIC PRES 1516 PEACHTREE ST ATLANTA, GA 30309	NONE	EXEMPT	GENERAL SUPPORT	1,000.
GIRLS PREPARATORY SCHOOL P.O. BOX 4736 CHATTANOOGA, TN 37405	NONE	EXEMPT	GENERAL SUPPORT	5,000.
NEW BETHLEHEM COMMUNITY CTR 1336 CONKLIN AVE AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	5,000.
UNITARIAN UNIVERALIST CHURCH 3501 WALTON WAY AUGUSTA, GA 30909	NONE	EXEMPT	GENERAL SUPPORT	5,000.
AUGUSTA ROWING CLUB 101 RIVERFRONT DRIVE AUGUSTA, Ga 30901	NONE	EXEMPT	GENERAL SUPPORT	10,000.
BERRY CENTER 3017 WALTON WAY EXT AUGUSTA, GA 30909	NONE	EXEMPT	GENERAL SUPPORT	5,000.
CENTRAL SAVANNAH RIVER LAND TRUST 753 BROAD STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	5,330.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
COMMUNITY FOUNDATION FOR THE CSRA 1450 GREENE ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	$ 1,000.
CRIMSON TIDE FOUNDATION 323 PAUL BRYANT DR TUSCALOOSA, AL 35401	NONE	EXEMPT	GENERAL SUPPORT	1,200.
EAST LAKE COMMUNITY FOUNDATION 2606 ALSTON DR ATLANTA, GA 30317	NONE	EXEMPT	GENERAL SUPPORT	10,000.
EMORY ALZHEIMER'S DISEASE RESEARCH CTR 1821 CLIFTON RD NE ATLANTA, GA 30329	NONE	EXEMPT	GENERAL SUPPORT	1,000.
FAMILY COUNSELING CENTER OF THE CSRA 3711 EXECUTIVE CENTER DR STE 201 AUGUSTA, GA 30907	NONE	EXEMPT	GENERAL SUPPORT	12,500.
FURMAN UNIVERSITY 3300 POINSETT HWY GREENVILLE, SC 29613	NONE	EXEMPT	GENERAL SUPPORT	5,000.
GEORGIA CATTLEMEN'S FOUNDATION 100 CATTLEMENS DR MACON, GA 31220	NONE	EXEMPT	GENERAL SUPPORT	2,000.
GIRL SCOUTS OF HISTORIC GEORGIA 4150 F A A ROAD CUMMING, GA 30041	NONE	EXEMPT	GENERAL SUPPORT	45,000.
LUCY CRAFT LANEY 1116 PHILLIPS ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	7,500.
MCDUFFIE MEDICAL CENTER 521 HILL ST SW THOMSON, GA 30824	NONE	EXEMPT	GENERAL SUPPORT	7,000.
OVER THE RAINBOW ASSC 5488 WANSFORD WAY ROCKFORD, IL 61109	NONE	EXEMPT	GENERAL SUPPORT	10,000.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
PRESS ON 1835 SAVOY DR STE 102 ATLANTA, GA 30341	NONE	EXEMPT	GENERAL SUPPORT	$ 1,000.
P.S. KNOX, JR. COMMUNITY CENTER 326 GREENE STREET AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	69,000.
SHILOH COMPREHENSIVE COMMUNITY CTR 1635 15TH ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	10,000.
SMILE TRAIN 41 MADDISON AVE NEW YORK, NY 10010	NONE	EXEMPT	GENERAL SUPPORT	2,000.
SOUTHEAST ENTERPRISE INSTITUTE 3140 AUGUSTA TECH DR AUGUSTA, GA 30906	NONE	EXEMPT	GENERAL SUPPORT	7,500.
ST SIMONS LAND TRUST 1624 FREDERICA RD STE 6 ST SIMONS ISLAND, GA 31522	NONE	EXEMPT	GENERAL SUPPORT	1,000.
THOMSON-MCDUFFIE CHAMBER OF COMMERCE 111 RAILROAD ST THOMSON, GA 30824	NONE	EXEMPT	GENERAL SUPPORT	5,910.
THOMSON-MCDUFFIE LIBRARY 338 MAIN ST THOMSON, GA 30824	NONE	EXEMPT	GENERAL SUPPORT	25,000.
UGA MUSEUM OF ART 394 S MILLEDGE AVE STE 142 ATHENS, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	12,500.
UNITING AGAINST LUNG CANCER 27 UNION SQUARE W NEW YORK, NY 10003	NONE	EXEMPT	GENERAL SUPPORT	1,500.
UGA FOUNDATION THE LEGACY ENDOWMENT 394 S MILLEDGE AVE STE 142 ATHENS, GA 30904	NONE	EXEMPT	GENERAL SUPPORT	2,500.
USC AIKEN 471 UNIVERSITY PKWY AIKEN, SC 29801	NONE	EXEMPT	GENERAL SUPPORT	10,000.

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
WALTON FOUNDATION FOR INDEPENDENCE 1355 INDEPENDENCE DRIVE AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	$ 22,500.
WESTOBOU FESTIVAL 540 TELFAIR ST AUGUSTA, GA 30901	NONE	EXEMPT	GENERAL SUPPORT	10,000.
			Total	$ 3,444,932.

AMENDED RETURN
FORM 990-PF
2008

THIS RETURN IS BEING AMENDED TO CORRECT THE FOLLOWING MISTAKEN ITEM ON THE ORIGINAL RETURN:

PAGE 5, PART VII-B, LINE 1a(4)
THE ANSWER TO THIS QUESTION SHOULD BE "YES" INSTEAD OF "NO"
COMPENSATION AND BENEFIT CONTRIBUTIONS ARE PAID TO THE FOUNDATION MANAGER
JEFFERSON A.B. KNOX (LISTED IN PART VIII, LINE 1)