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.

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

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: ANVERSE, INC

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: PO BOX 3248

City or town, state, and ZIP code: CARTERSVILLE, GA 30120-

A Employer identification number: 58-2507031

B Telephone number: 770-607-8870

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 ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 128,883,007.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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		(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	3,611,682.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	225,819.	225,819.	225,819.	STATEMENT 1
	4	Dividends and interest from securities	734,618.	734,618.	734,618.	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<14676613.>			STATEMENT 3
	b	Gross sales price for all assets on line 6a 92,435,619.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances 532.				STATEMENT 4
	b	Less Cost of goods sold				
	c	Gross profit or (loss)	532.		532.	
	11	Other income	262,166.	15,639.	262,166.	STATEMENT 5
	12	**Total.** Add lines 1 through 11	<9,841,796.>	976,076.	1,223,135.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	148,278.	14,828.	14,828.	133,450.
	14	Other employee salaries and wages	831,037.	0.	151,071.	674,442.
	15	Pension plans, employee benefits	448,360.	0.	30,218.	416,934.
	16a	Legal fees STMT 6	2,907.	0.	23.	2,896.
	b	Accounting fees				
	c	Other professional fees STMT 7	200,990.	164,275.	173,503.	25,576.
	17	Interest				
	18	Taxes STMT 8	2,702.	1,260.	926.	1,442.
	19	Depreciation and depletion STMT 33	1,643,580.	0.	3,617.	
	20	Occupancy	75,483.	0.	363.	62,874.
	21	Travel, conferences, and meetings	10,331.	0.	110.	10,220.
	22	Printing and publications	265.	0.	0.	265.
	23	Other expenses STMT 9	5,355,849.	28,572.	161,762.	5,119,450.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,719,782.	208,935.	536,421.	6,447,549.
	25	Contributions, gifts, grants paid	1,315,137.			1,315,137.
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,034,919.	208,935.	536,421.	7,762,686.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<19876715.>			
	b	**Net investment income** (if negative, enter -0-)		767,141.		
	c	**Adjusted net income** (if negative, enter -0-)			686,714.	

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LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,522,237.	200.	200.
	2 Savings and temporary cash investments	19,738,303.	10,110,372.	10,110,372.
	3 Accounts receivable ▶ 6,919.			
	Less: allowance for doubtful accounts ▶	9,390.	6,919.	6,919.
	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 ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	205,602.	56,375.	56,375.
	10a Investments - U.S. and state government obligations STMT 12	3,245,634.	703,789.	703,789.
	b Investments - corporate stock STMT 13	27,422,607.	14,258,840.	14,258,840.
	c Investments - corporate bonds STMT 14	3,534,858.	1,213,195.	1,213,195.
	11 Investments - land, buildings, and equipment basis ▶ 40,100.			
	Less accumulated depreciation ▶ 3,660.	36,897.	36,440.	36,440.
	12 Investments - mortgage loans			
	13 Investments - other STMT 15	15,605,653.	12,047,242.	12,047,242.
	14 Land, buildings, and equipment: basis ▶ 75,629,547.			
	Less accumulated depreciation ▶ 7,284,210.	40,057,995.	68,345,337.	68,345,337.
	15 Other assets (describe ▶ STATEMENT 16)	39,690,588.	22,104,298.	22,104,298.
	16 **Total assets** (to be completed by all filers)	151,069,764.	128,883,007.	128,883,007.
Liabilities	17 Accounts payable and accrued expenses	2,466,300.	864,046.	
	18 Grants payable			
	19 Deferred revenue	12,985.	10,250.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 17)	0.	4,936.	
	23 **Total liabilities** (add lines 17 through 22)	2,479,285.	879,232.	
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	148,215,757.	128,003,775.	
	25 Temporarily restricted	374,722.	0.	
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	148,590,479.	128,003,775.	
	31 **Total liabilities and net assets/fund balances**	151,069,764.	128,883,007.	

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	148,590,479.
2	Enter amount from Part I, line 27a	2	<19,876,715.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,345,427.
4	Add lines 1, 2, and 3	4	130,059,191.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENT	5	2,055,416.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	128,003,775.

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 STATEMENT			
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	92,434,119.		104,700,374.	<12,266,255.>

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				<12,266,255.>

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	<12,266,255.>
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	<10,218,301.>

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	24,984,970.	70,312,988.	.355339
2006	19,287,428.	83,578,659.	.230770
2005	12,233,972.	86,080,662.	.142122
2004	13,493,946.	97,159,384.	.138885
2003	9,564,865.	104,611,842.	.091432

2	**Total** of line 1, column (d)	2	.958548
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	.191710
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	40,725,267.
5	Multiply line 4 by line 3	5	7,807,441.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,671.
7	Add lines 5 and 6	7	7,815,112.
8	Enter qualifying distributions from Part XII, line 4	8	20,444,149.

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 ▶ [X] and enter 1% of Part I, line 27b		1	7,671.
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	7,671.
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	7,671.
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 55,422.		
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	55,422.
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	47,751.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 47,751. **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)?	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	X	
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, MD			
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)*

		Line	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 ▶ EARLINE BURKE Telephone no. ▶ 678-721-0251

Located at ▶ PO BOX 3248 , CARTERSVILLE, GA ZIP+4 ▶ 30120

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.

			Line	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? STMT 10	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? STMT 10	☒ 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 18		148,278.	35,312.	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
SEE STMT 32				

Total number of other employees paid over $50,000 ▶ 7

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
REICON INVESTMENT ADVISORS 3290 NORTHSIDE PKWY SUITE 200, ATLANTA, GA 303	PORTFOLIO MANAGEMENT	222,649.
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 TELLUS - THE NORTHWEST GEORGIA SCIENCE MUSEUM (SEE STMT 30)	5,930,774.
2 MUSEUM PROGRAM COSTS (SEE STMT 30)	6,420,195.
3 GRAND THEATRE (SEE STMT 30)	598,608.
4 BOOTH WESTERN ART MUSEUM (SEE STMT 30)	7,580,202.

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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	26,239,561.
b	Average of monthly cash balances	1b	10,336,975.
c	Fair market value of all other assets	1c	12,027,896.
d	**Total** (add lines 1a, b, and c)	1d	48,604,432.
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	48,604,432.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 19	4	7,879,165.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,725,267.
6	**Minimum investment return.** Enter 5% of line 5	6	2,036,263.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a		
b	Income tax for 2008. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	7,762,686.
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	12,681,463.
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	20,444,149.
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	7,671.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	20,436,478.

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				0.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
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: ▶ $ N/A				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				0.
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				0.
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)

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 ▶ 07/05/01

b Check box to indicate whether the foundation is a private operating foundation described in section [X] 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	686,714.	2,309,287.	4,178,933.	4,304,033.	11478967.
b 85% of line 2a	583,707.	1,962,894.	3,552,093.	3,658,428.	9,757,122.
c Qualifying distributions from Part XII, line 4 for each year listed	20444149.	25008732.	19359571.	12277247.	77089699.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,315,137.	459,429.	2,060.	4,385.	1,781,011.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	19129012.	24549303.	19357511.	12272862.	75308688.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	1,357,509.	2,343,766.	2,785,955.	2,869,355.	9,356,585.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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).)

JONATHAN J. OSCHER

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 20				
Total			▶ 3a	1315137.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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 SEE STATEMENT 21		53,419.			257,077.
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			14	225,819.	
4 Dividends and interest from securities			14	734,618.	
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			18	<49,980.>	
8 Gain or (loss) from sales of assets other than inventory			01	<14,676,613.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			03	532.	
11 Other revenue:					
a MISCELLANEOUS RENT			16	1,650.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		53,419.		<13,763,974.>	257,077.

13 Total. Add line 12, columns (b), (d), and (e) 13 <13,453,478.>

(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).
1	RENTAL FROM GRAND THEATER IS MINIMAL AMOUNT CHARGED TO HELP RECOVER COST OF THEATER OPERATION. GROUPS ARE CHARGED BASED ON ABILITY TO PAY. CHARGING RENT ALLOWS FOR MAINTENACE OF A FACILITY IN THE COMMUNITY WHICH IS AVAILABLE TO PRESENT LIVE PERFORMANCES
1	ADMISSIONS AND TUITIONS ARE RECEIVED FROM CHILDRENS CAMPS AND WORKSHOPS. THESE CAMPS ARE USED TO TEACH CHILDREN SCIENCE AND ART THROUGH HANDS ON EXPERIENCES.
1	REVENUES FROM ENRICHMENT PROGRAMS ARE RECEIVED FROM SCHOOL SYSTEMS IN EXCHANGE FOR PROVIDING TEACHER RESOURCE CENTER. SCHOOLS OR INDIVIDUALS PAY A FEE FOR ACCESS TO RESOURCE CENTER. RESOURCE CENTER PROVIDES LESSON AIDS AND MATERIALS FOR USE IN EDUCATION AND CLASSROOM TRAINING.
1	SPACE IN THE CARROLL NONPROFIT CENTER IS PROVIDED TO OTHER NON-PROFIT ENTITIES EITHER FREE OF CHARGE OR FOR A NOMINAL RENTAL FEE. THE NON-PROFIT ENTITIES PAY A PRO-RATED PORTION OF BUILDING UTILITIES.

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

Signature of officer or trustee | Date 5/5/10 | Title Executive Director

Paid Preparer's Use Only

Preparer's signature Caroline Burke CPA | Date 5/4/2010 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code REICON MANAGEMENT LLC P.O. BOX 3248 CARTERSVILLE, GA 30120 | EIN | Phone no. (678)721-0251

823622 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.	OMB No 1545-0047 **2008**

Name of the organization	Employer identification number
ANVERSE, INC	58-2507031

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)

Name of organization	Employer identification number
ANVERSE, INC	58-2507031

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BARTOW COUNTY BANK PO BOX 3248 CARTERSVILLE, GA 30120	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	JON OSCHER PO BOX 3248 CARTERSVILLE, GA 30120	$ 3,546,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	REICON MANAGEMENT, LLC PO BOX 3248 CARTERSVILLE, GA 30120	$ 52,430.	Person [ ] Payroll [ ] Noncash [X] (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.)

Name of organization: ANVERSE, INC

Employer identification number: 58-2507031

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
3	TRACTOR;'04 FORD F250;'02 FORD E150 VAN;'98 FORD F150;'04 DIAC TRAILER;'01 FORD RANGER; 2 '01 F150S	$ 52,430.	07/01/08
		$	
		$	
		$	
		$	
		$	

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	PUBLICLY TRADED SECURITIES ST OPTIONS			
b	PUBLICLY TRADED SECURITIES ST OPTIONS			
c	PUBLICLY TRADED SECURITIES LT			
d	PUBLICLY TRADED SECURITIES ST WASH SALES			
e	ST WASH SALE OFFSET			
f	PUBLICLY TRADED SECURITIES LT WASH SALE			
g				
h				
i				
j				
k				
l				
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	7,709,925.		9,853,190.	<2,143,265.>
b	52,534,268.		60,609,305.	<8,075,037.>
c	15,120,884.		17,168,838.	<2,047,954.>
d	17,055,890.		18,600,187.	<1,544,297.>
e			<1,544,298.>	1,544,298.
f	13,152.		13,152.	0.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				** <2,143,265.>
b				** <8,075,037.>
c				<2,047,954.>
d				** <1,544,297.>
e				** 1,544,298.
f				0.
g				
h				
i				
j				
k				
l				
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** <12,266,255.>

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** <10,218,301.>

** (SHORT-TERM)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS	217,103.
SUNTRUST	8,716.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	225,819.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS DIVIDENDS	579,795.	0.	579,795.
GOLDMAN SACHS INTEREST	154,600.	0.	154,600.
PARTNERSHIP INTEREST INCOME	223.	0.	223.
TOTAL TO FM 990-PF, PART I, LN 4	734,618.	0.	734,618.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES ST OPTIONS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,709,925.	9,853,190.	0.	0.	<2,143,265.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES ST OPTIONS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,534,268.	60,609,305.	0.	0.	<8,075,037.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES LT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,120,884.	17,168,838.	0.	0.	<2,047,954.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES ST WASH SALES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,055,890.	18,600,187.	0.	0.	<1,544,297.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES LT WASH SALE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,152.	13,152.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAIN/LOSS ON DISPOSAL OF ASSETS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	5,097.	0.	0.	<5,097.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WEINMAN BUILDING & ASSETS DISPOSAL		PURCHASED	06/30/01	07/01/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,085,729.	0.	231,100.	<854,629.>

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2004 TAURUS	GEORGIA MUSEUMS, INC	PURCHASED	04/11/05	07/24/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	13,873.	0.	9,249.	<4,624.>

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCISSOR LIFT	J MONTGOMERY	PURCHASED	06/11/07	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500.	4,494.	0.	1,284.	<1,710.>

NET GAIN OR LOSS FROM SALE OF ASSETS	<14,676,613.>
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<14,676,613.>

FORM 990-PF INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 STATEMENT 4

INCOME		
1. GROSS RECEIPTS	532	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		532
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4)		532
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		532
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		

FORM 990-PF | OTHER INCOME | STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENTS	<49,980.>	13,989.	<49,980.>
GRAND THEATRE RENTAL	40,079.	0.	40,079.
ADMISSIONS	20,472.	0.	20,472.
CAMP TUITION	25,393.	0.	25,393.
ENRICHMENT PROGRAMS	74,096.	0.	74,096.
EDUCATIONAL PROGRAMS	13,970.	0.	13,970.
CARROLL NONPROFIT CENTER PROGRAMS	83,067.	0.	83,067.
ADVERTISING	53,419.	0.	53,419.
MISCELLANEOUS RENT	1,650.	1,650.	1,650.
TOTAL TO FORM 990-PF, PART I, LINE 11	262,166.	15,639.	262,166.

FORM 990-PF | LEGAL FEES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVID TILLOTSON	142.	0.	23.	131.
NELSON MULLINS RILEY	2,765.	0.	0.	2,765.
TO FM 990-PF, PG 1, LN 16A	2,907.	0.	23.	2,896.

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 ADVISOR FEES	168,651.	164,275.	168,651.	0.
RADIO AND GENERAL CONSULTING	30,388.	0.	4,852.	25,536.
401(K) PLAN EXPENSE	1,951.	0.	0.	40.
TO FORM 990-PF, PG 1, LN 16C	200,990.	164,275.	173,503.	25,576.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	334.	334.	0.	0.
FOREIGN TAXES	926.	926.	926.	0.
PROPERTY TAXES	1,442.	0.	0.	1,442.
TO FORM 990-PF, PG 1, LN 18	2,702.	1,260.	926.	1,442.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	5,961.	0.	239.	5,909.
TELEPHONE	28,201.	0.	1,268.	26,128.
DUES	16,136.	0.	0.	15,835.
LICENSES & PERMITS	7,142.	2,995.	3,613.	3,587.
EMPLOYEE EDUCATION	1,256.	0.	0.	1,256.
CONTRACT LABOR	13,421.	0.	0.	13,436.
PRE-EMPLOYMENT EXPENSE	1,815.	0.	0.	1,755.
INSURANCE	179,781.	0.	450.	131,756.
PAYROLL SERVICE	9,971.	0.	0.	9,971.
COMPUTER EXPENSE	17,388.	0.	370.	17,047.
MEALS & ENTERTAINMENT	13,712.	0.	0.	3,275.
BANK SERVICE EXPENSE	7,805.	0.	0.	2,842.
POSTAGE	9,197.	0.	18.	9,179.
UNIFORMS	10,393.	0.	0.	10,290.
EQUIPMENT RENTAL EXPENSE	246.	0.	0.	246.
EQUIP REPAIRS & MAINTNCE	7,242.	0.	5.	7,295.
VEHICLE EXPENSES	14,750.	0.	199.	14,579.
RADIO PROGRAMMING	10,481.	0.	0.	10,481.
CAMP EXPENSES	17,177.	0.	17,177.	65.
PROGRAM SUPPLIES	50,925.	0.	49,096.	3,233.
EDUCATIONAL PROGRAM SUPPLIES	11,361.	0.	11,349.	<188.>
ENRICHMENT EXPENSES	33,873.	0.	33,873.	0.
VOLUNTEER EXPENSES	378.	0.	376.	3.
FOOD	1,172.	0.	896.	276.
RADIO TOWER EXPENSES	6,024.	0.	974.	5,059.
MARKETING	13,428.	0.	1,368.	10,316.
MIS FEES	109,680.	0.	3,865.	105,815.
AMORT OF BOND PREMIUMS	1,635.	1,635.	1,635.	0.
SALES & USE AP CASH BASIS	0.	0.	0.	288.
BENEVOLENCE PROGRAM	69,565.	0.	0.	69,565.
STAFF DEVELOPMENT	8,767.	0.	21.	8,601.

MUSEUM PROGRAM COSTS	4,612,446.	0.	0.	4,612,455.
TOOLS HARDWARE & EQUIP EXP	10,664.	0.	30.	10,577.
ROUNDING ADJUSTMENT	4.	0.	0.	<3.>
LAUNDRY EXPENSE	790.	0.	0.	820.
PARTNERSHIP MGMT FEE EXPENSE	33,915.	23,236.	33,915.	0.
PARTNERSHIP INTEREST EXPENSE	707.	706.	707.	0.
TICKETING/HOSTS	318.	0.	318.	0.
EXHIBITS AND DISPLAYS	6,905.	0.	0.	6,905.
ANNUAL INSPECTIONS	212.	0.	0.	212.
MISCELLANEOUS EXPENSE	375.	0.	0.	375.
RESEARCH	209.	0.	0.	209.
AMORTIZATION	10,421.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	5,355,849.	28,572.	161,762.	5,119,450.

FOOTNOTES STATEMENT 10

PAGE 5, PART VII-B, QUESTION 1(A)(3)
THE FOUNDATION WAS PROVIDED SPACE FREE OF CHARGE BY PARTNERSHIP IN WHICH JONATHAN OSCHER IS GENERAL PARTNER.

PAGE 5, PART VII-B, QUESTION 1(A)(4)
ANVERSE INC PAID ORDINARY AND REASONABLE COMPENSATION TO MARTY SONENSHINE, EXECUTIVE DIRECTOR OF THE FOUNDATION, FOR SERVICES PROVIDED AS AN EMPLOYEE. ANVERSE INC PROVIDED MEDICAL COVERAGE UNDER A GROUP MEDICAL PLAN TO ALL DIRECTORS (SEE STMT 18 FOR DIRECTORS).

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
WASH SALES NOT ALLOWED FOR TAX	1,117,094.
BOOK TAX DIFFERENCE ON PARTNERSHIP INCOME	152,526.
BOOK TAX DIFFERENCE ON TIP INCOME	75,807.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,345,427.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS STMT 31 PG 1	X		703,789.	703,789.
TOTAL U.S. GOVERNMENT OBLIGATIONS			703,789.	703,789.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			703,789.	703,789.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES AND OTHER INVESTMENTS- STMT 31 PG 8	14,258,840.	14,258,840.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,258,840.	14,258,840.

FORM 990-PF CORPORATE BONDS STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - STMT 31 PG 8	1,213,195.	1,213,195.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,213,195.	1,213,195.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	COST	29,310.	29,310.
DIVIDENDS RECEIVABLE	COST	21,490.	21,490.
INVESTMENTS IN PRIVATE EQUITY	COST	11,996,442.	11,996,442.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,047,242.	12,047,242.

FORM 990-PF OTHER ASSETS STATEMENT 16

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK	7,804,918.	8,178,697.	8,178,697.
CONSTRUCTION IN PROGRESS	30,445,920.	12,746,957.	12,746,957.
COLLECTION	1,399,890.	1,139,776.	1,139,776.
LIBRARY	39,860.	38,868.	38,868.
TO FORM 990-PF, PART II, LINE 15	39,690,588.	22,104,298.	22,104,298.

FORM 990-PF OTHER LIABILITIES STATEMENT 17

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SHORT TERM ACCOUNTS PAYABLE	0.	4,936.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	4,936.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JONATHAN J. OSCHER PO BOX 785 CARTERSVILLE, GA 30120	PRESIDENT 20.00	0.	4,483.	0.
LORRAINE MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 5.00	0.	4,483.	0.
DOROTHY OSCHER PO BOX 785 CARTERSVILLE, GA 30120	VICE PRESIDENT 10.00	0.	4,483.	0.
FORREST MCCLAIN PO BOX 785 CARTERSVILLE, GA 30120	SECRETARY/COUNSEL 20.00	0.	0.	0.
DAVID AIKEN PO BOX 785 CARTERSVILLE, GA 30120	TREASURER 1.00	0.	4,483.	0.
MARTY SONENSHINE PO BOX 3188 CARTERSVILLE, GA 30120	EXECUTIVE DIRECTOR 40.00	148,278.	17,380.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		148,278.	35,312.	0.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 19
PART X, LINE 4

CASH DEEMED HELD FOR CHARITABLE ACTIVITIES HAS BEEN ADJUSTED TO REFLECT AMOUNTS REQUIRED FOR THE NORMAL AND CURRENT DISBURSEMENTS DIRECTLY CONNECTED WITH THE DAILY OPERATION OF THE FOUNDATION'S PROGRAMS, AS WELL AS CAPITAL EXPENDITURES. THE FOUNDATION DOES NOT USE OUTSIDE FINANCING. CASH HAS BEEN ADJUSTED FOR AMOUNTS BUDGETED FOR OPERATIONS AND CAPITAL EXPENDITURES.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 20

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADVOCATES FOR CHILDREN, PO BOX 446, CARTERSVILLE, GA 30120	N/A FURNISHINGS & TECHNOLOGY EQUIPMENT	PUBLIC CHARITY	20,000.
AMERICAN CANCER SOCIETY, 1599 CLIFTON RD NE, ATLANTA, GA 30329	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	400.
AMERICAN LUNG ASSOCIATION, 2452 SPRING STREET, SMYRNA, GA 30080	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	250.
ANTI-DEFAMATION LEAGUE, 3290 PEIDMONT RD NE STE 610, ATLANTA, GA 30305	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	150.
BARTOW COUNTY SCHOOL SYSTEM 65 GILREATH ROAD, CARTERSVILLE, GA 30121	N/A HIGH SCHOOL RENAISSANCE PROGRAM	GOVERNMENT	22,500.
BARTOW COUNTY SHERIFF DEPARTMENT 104 ZENA DRIVE, CARTERSVILLE, GA 30120	N/A K-9 UNIT FUND FOR POLICE SERVICE DOG	GOVERNMENT	6,200.
BARTOW HEALTH ACCESS, PO BOX 201316, CARTERSVILLE, GA 30120	N/A OPERATING COSTS	PUBLIC CHARITY	57,000.
BARTOW HEALTH ACCESS, PO BOX 2044, CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	580.
BOYS & GIRLS CLUB, PO BOX 455, CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	125.

CARTERSVILLE BARTOW COMMUNITY FOUNDATION PO BOX 942, DALTON, GA 30722	N/A HUNGER FUND IN BARTOW COUNTY	PUBLIC CHARITY	3,000.
CARTERSVILLE CITY SCHOOLS FOUNDATION PO BOX 3310, CARTERSVILLE, GA 30120	N/A GATE KEY SCHOLARSHIPS	PUBLIC CHARITY	100,000.
CARTERSVILLE SCHOOL SYSTEM 15 NELSON ST, CARTERSVILLE, GA 30120	N/A RENAISSANCE PROGRAM	GOVERNMENT	15,000.
CHEROKEE COUNTY ARTS COUNCIL, 94 NORTH STREET, CANTON, GA 30114	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	100.
CHEROKEE COUNTY ARTS COUNCIL, 94 NORTH STREET, CANTON, GA 30114	N/A CHILDREN'S PROGRAMS	PUBLIC CHARITY	10,000.
CHEROKEE COUNTY SCHOOL SYSTEM 930 MARIETTA HWY , CANTON, GA 30114	N/A NIGHT SCHOOL SCHOLARSHIPS	GOVERNMENT	7,500.
COMMUNITY FOUNDATION NW GA, PO BOX 942, DALTON, GA 30720	N/A CARTERSVILLE-BARTOW ENDOWMENT FUND	PUBLIC CHARITY	10,000.
DOUGLAS STREET HANDS OF CHRIST, 219 DOUGLAS STREET, CARTERSVILLE, GA 30120	N/A AFTER-SCHOOL PROGRAM OPERATING COSTS	FAITH-BASED ORG	235,572.
EMORY UNIVERSITY -- MY HOUSE, 618 GADDIS ROAD, CANTON, GA 30115	N/A FUNDING FOR VAN AND GASOLINE	PUBLIC CHARITY	15,000.

ETOWAH AREA HOUSING AUTHORITY PO BOX 514 , CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	GOVERNMENT	100.
ETOWAH AREA HOUSING AUTHORITY PO BOX 514, CARTERSVILLE, GA 30120	N/A SUMMER HILL FOUNDATION FOR CEREMONY	GOVERNMENT	500.
ETOWAH FOUNDATION, PO BOX 1239, CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION/SCHOLARSHI	PUBLIC CHARITY	1,845.
ETOWAH FOUNDATION, PO BOX 1239, CARTERSVILLE, GA 30120	N/A OPERATING COSTS	PUBLIC CHARITY	120,000.
FIRST PRESBYTERIAN HANDS OF CHRIST 183 W MAIN STREET, CARTERSVILLE, GA 30120	N/A AFTER-SCHOOL PROGRAM OPERATING COSTS	FAITH-BASED ORG	315,600.
FORSYTH COUNTY FAMILY HAVEN, PO BOX 1160, CUMMING, GA 30028	N/A FURNISHINGS FOR BUILDING	PUBLIC CHARITY	100,000.
GEORGIA CANINES FOR INDEPENDENCE, 1540 HERITAGE COVE, ACWORTH, GA 30102	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	825.
GOOD NEIGHBOR SHELTER, PO BOX 664, CARTERSVILLE, GA 30120	N/A OCCUPANCY COSTS	PUBLIC CHARITY	26,000.
MOUNTAIN CONSERVATION TRUST, 104 NORTH MAIN ST STE B3, JASPER, GA 30143	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	100.
MUST MINISTRIES CHEROKEE, 141B WEST MARIETTA STREET, CANTON, GA 30169	N/A FUNDING FOR FOOD PANTRY	CHURCH AFFILIATE	750.

NEW FRONTIER OF BARTOW COUNTY, PO BOX 1891, CARTERSVILLE, GA 30120	N/A MATCHING CONTRIBUTION	PUBLIC CHARITY	100.
PUERTO RICO COMMUNITY FOUNDATION, PO BOX 70362, SAN JUAN, PR 00909	N/A FUNDS TO SUPPORT NON-PROFIT AGENCIES	PUBLIC CHARITY	245,940.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,315,137.

FORM 990-PF PROGRAM SERVICE REVENUE STATEMENT 21

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
GRAND THEATRE RENTAL					40,079.
ADMISSIONS					20,472.
CAMP TUITION					25,393.
ENRICHMENT PROGRAMS					74,096.
EDUCATIONAL PROGRAMS					13,970.
CARROLL NONPROFIT CENTER PROGRAMS					83,067.
ADVERTISING		53,419.			
TOTAL TO FORM 990-PF, PG 11, LINE 1		53,419.			257,077.

STMTs 22-24 skipped intentionally
STMT 29 skipped intentionally

Tellus – The Northwest Georgia Science Museum - The foundation completed construction on Tellus-The Northwest Georgia Science Museum. Exhibits at Tellus include a mineral gallery, a digital planetarium, a fossil gallery, a Science in Motion transportation gallery, an interactive children's gallery, an observatory, outdoor exhibits and classrooms for school programs.

Museum Program Costs – The foundation owns the facilities and the majority of exhibits for three museums. Operation of the museums is a joint responsibility of the foundation and Georgia Museums, Inc. The foundation pays all of the operating costs of the museums in excess of contributions and receipts from operations received by Georgia Museums.

Grand Theatre – The Grand provided educational programs about theatre, including music camps and special school performances. Performing arts events brought people into the Grand for a wide range of cultural performances.

Booth Western Art Museum – The foundation continued work on an expansion of the Booth Western Art Museum to include additional gallery space, banquet rooms and a two-story sculpture court and atrium. Plans are to expand the Presidential exhibit to include Vice Presidents and First Ladies, as well as expand the Civil War and Western Art exhibits.

Anverse, Inc. 58-2507031			
2008 Form 990-PF 6/30/09			
Part II LN 10 STMT 31			
Security	Quantity	How Acquired	Market Value
GOVERNMENT BONDS			
TSY INFL IX N/B 1 1/4 4/15/20141.250% Due 04-15-14	250000	P	251,834
TSY INFL IX N/B 2 1/2 1/15/20292.500% Due 01-15-29	250000	P	265,117
TSY INFL IX N/B 2 3/8 4/15/20112.375% Due 04-15-11	520000	P	186,838
Part II LN 10a			**703,789**
SECURITIES AND OTHER INVESTMENTS			
3M CO	2300	P	138,230
3M CO	1700	P	102,170
3M CO CLL OPT 50.0000 01162010	10	P	(11,350)
3M CO CLL OPT 55.0000 01162010	20	P	(15,400)
3M CO CLL OPT 60.0000 01222011	10	P	(7,600)
ABB LTD SPON ADR	870	P	13,729
ACCENTURE LTD CLL OPT 30.0000 01162010	20	P	(9,700)
ACCENTURE LTD CLL OPT 30.0000 01222011	20	P	(13,300)
ACCENTURE LTD BERMUDA CL A	1620	P	54,205
ACCENTURE LTD BERMUDA CL A	135	P	4,517
ACCENTURE LTD BERMUDA CL A	3245	P	108,578
AFRICAN BK INVTS LTD SPONSORED ADR	180	P	3,236
AFRICAN BK INVTS LTD SPONSORED ADR	190	P	3,416
ASTRAZENECA PLC SPONSORED ADR	200	P	8,828
ASTRAZENECA PLC SPONSORED ADR	170	P	7,504
ASTRAZENECA PLC SPONSORED ADR	170	P	7,504
Atlantic Trust MLP Fund	5000	P	459,200
Atlantic Trust MLP Fund	1000	P	91,840
Atlantic Trust MLP Fund	1000	P	91,840
AUSTRALIA & NEW ZEALAND BKG GRP LTD SPONSO	200	P	2,666
AUSTRALIA & NEW ZEALAND BKG GRP LTD SPONSO	300	P	3,999
BNP PARIBAS SPONSORED ADR REPSTG .25 SHS	380	P	12,326
BP PLC SPONSORED ADR	180	P	8,582
BP PLC SPONSORED ADR	260	P	12,397
BRITISH AMERN TOB PLC SPONSORED ADR	270	P	15,066
BRITISH AMERN TOB PLC SPONSORED ADR	100	P	5,580
BRITISH AMERN TOB PLC SPONSORED ADR	170	P	9,486
CHUNGHWA TELECOM CO LTD SPONS ADR NEW ISIN	534	P	10,589
CHUNGHWA TELECOM CO LTD SPONS ADR NEW ISIN	351	P	6,957
CHUNGHWA TELECOM CO LTD SPONS ADR NEW ISIN	186	P	3,678
CHUNGHWA TELECOM CO LTD SPONS ADR NEW ISIN	291	P	5,764
CISCO SYS INC COM	6000	P	111,900
CISCO SYS INC COM	3000	P	55,950
CISCO SYSTEMS CLL OPT 15.0000 01162010	15	P	(6,525)
CISCO SYSTEMS CLL OPT 17.5000 01162010	30	P	(7,905)
CISCO SYSTEMS CLL OPT 17.5000 01222011	15	P	(6,188)
CISCO SYSTEMS CLL OPT 20.0000 01222011	30	P	(8,685)
COMCAST CL A CLL OPT 17.5000 01162010	50	P	(3,375)
COMCAST CORP NEW NT SER B 7.00%	4000	P	91,400
COMCAST CORP-CL A VOTING RIGHTS	740	P	10,700
COMCAST CORP-CL A VOTING RIGHTS	2700	P	39,042
COMCAST CORP-CL A VOTING RIGHTS	2700	P	39,042
COMCAST CORP-CL A VOTING RIGHTS	2700	P	39,042
COMCAST CORP-CL A VOTING RIGHTS	3160	P	45,694
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	9	P	116
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	437	P	5,880
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	3	P	37

Anverse, Inc. 58-2507031			
2008 Form 990-PF 6/30/09			
Part II LN 10 STMT 31			
Security	Quantity	How Acquired	Market Value
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	137	P	1,848
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	7	P	99
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	362	P	4,872
COMPANHIA ENERGETICA DE MINAS GERAIS ADR I	344	P	4,620
COMPANHIA SIDERURGICA NACIONAL ADR	260	P	5,811
COMPANHIA SIDERURGICA NACIONAL ADR	150	P	3,353
COMPANHIA SIDERURGICA NACIONAL ADR	310	P	6,929
COMPANHIA SIDERURGICA NACIONAL ADR	480	P	10,728
COVIDIEN LTD CLL OPT 35.0000 01162010	15	P	(6,900)
COVIDIEN LTD CLL OPT 35.0000 10172009	30	P	(11,400)
COVIDIEN PLC COM	6000	P	224,640
CVS CAREMARK CLL OPT 27.5000 08222009	25	P	(11,375)
CVS CORP CLL OPT 30.0000 01162010	25	P	(9,500)
CVS CORP COM	1890	P	60,234
CVS CORP COM	540	P	17,210
CVS CORP COM	810	P	25,815
CVS CORP COM	4760	P	151,701
DEUTSCHE LUFTHANSA AG SPONSORED ADR	540	P	6,779
DEUTSCHE LUFTHANSA AG SPONSORED ADR	210	P	2,636
DEUTSCHE LUFTHANSA AG SPONSORED ADR	140	P	1,758
DEUTSCHE LUFTHANSA AG SPONSORED ADR	210	P	2,636
DIAGEO PLC SPONSORED ADR NEW	180	P	10,305
DIAGEO PLC SPONSORED ADR NEW	30	P	1,718
DIAGEO PLC SPONSORED ADR NEW	40	P	2,290
DIAGEO PLC SPONSORED ADR NEW	40	P	2,290
DIAGEO PLC SPONSORED ADR NEW	40	P	2,290
DISNEY WALT CO COM DISNEY	5400	P	125,982
DISNEY WALT CO COM DISNEY	600	P	13,998
Dreyfus Prem Strat Global	36928	P	392,541
Dreyfus Prem Strat Global	7555	P	80,305
Dreyfus Prem Strat Global	7413	P	78,799
Dreyfus Prem Strat Global	7657	P	81,394
ENERPLUS RES FD TR UNIT SER G NEW ISIN#CA2	160	P	3,438
ENERPLUS RES FD TR UNIT SER G NEW ISIN#CA2	80	P	1,719
ENERPLUS RES FD TR UNIT SER G NEW ISIN#CA2	70	P	1,504
ENERPLUS RES FD TR UNIT SER G NEW ISIN#CA2	220	P	4,728
ENI SPA SPONSORED ADR	10	P	474
ENI SPA SPONSORED ADR	110	P	5,215
ENI SPA SPONSORED ADR	110	P	5,215
ENI SPA SPONSORED ADR	70	P	3,319
ENI SPA SPONSORED ADR	170	P	8,060
EXELON CORP CLL OPT 50.0000 01162010	10	P	(5,300)
EXELON CORP CLL OPT 55.0000 01162010	20	P	(6,050)
EXELON CORP CLL OPT 55.0000 01222011	10	P	(5,550)
EXELON CORP COM	2000	P	102,420
EXELON CORP COM	2000	P	102,420
EXXON MOBIL CORP COM	1200	P	83,892
EXXON MOBIL CORP COM	2800	P	195,748
EXXON MOBIL CORP COM	2000	P	139,820
EXXON MOBIL CP CLL OPT 70.0000 01162010	20	P	(10,650)
EXXON MOBIL CP CLL OPT 75.0000 01112011	20	P	(13,450)
EXXON MOBIL CP CLL OPT 80.0000 01222011	20	P	(10,000)
FPL GROUP INC CLL OPT 50.0000 01222011	20	P	(21,000)
FPL GROUP INC COM	2000	P	113,720
FRANCE TELECOM SPONSORED ADR	140	P	3,193
FRANCE TELECOM SPONSORED ADR	130	P	2,965
FRANCE TELECOM SPONSORED ADR	120	P	2,737
FRANCE TELECOM SPONSORED ADR	180	P	4,106

Anverse, Inc. 58-2507031			
2008 Form 990-PF 6/30/09			
Part II LN 10 STMT 31			
Security	Quantity	How Acquired	Market Value
HALLIBURTON CO CLL OPT 17.5000 01162010	25	P	(11,313)
HALLIBURTON CO CLL OPT 17.5000 07182009	25	P	(8,188)
HALLIBURTON CO CLL OPT 17.5000 10172009	25	P	(10,000)
HALLIBURTON CO COM	2700	P	55,890
HALLIBURTON CO COM	7300	P	151,110
HEWLETT PACKARD CO COM	5000	P	193,250
HEWLETT PACKARD CO COM	500	P	19,325
HEWLETT PACKRD CLL OPT 35.0000 01162010	5	P	(2,875)
HEWLETT PACKRD CLL OPT 37.5000 01162010	25	P	(10,500)
HEWLETT PACKRD CLL OPT 40.0000 01222011	25	P	(14,250)
HONDA MTR LTD ADR REPRESENTING 2 ORD SHS	270	P	7,390
HOPEWELL HLDGS LTD SPON ADR	2380	P	7,461
HOPEWELL HLDGS LTD SPON ADR	920	P	2,884
HOPEWELL HLDGS LTD SPON ADR	1010	P	3,166
HOPEWELL HLDGS LTD SPON ADR	800	P	2,508
HOPEWELL HLDGS LTD SPON ADR	910	P	2,853
HSBC HLDGS PLC SPONS ADR NEW	40	P	1,671
HSBC HLDGS PLC SPONS ADR NEW	80	P	3,342
HSBC HLDGS PLC SPONS ADR NEW	120	P	5,012
HSBC HLDGS PLC SPONS ADR NEW	100	P	4,177
HSBC HLDGS PLC SPONS ADR NEW	90	P	3,759
INTEL CORP CLL OPT 17.0000 10172009	10	P	(1,030)
INTEL CORP CLL OPT 17.5000 01162010	10	P	(1,235)
INTEL CORP COM	1160	P	19,198
INTEL CORP COM	2700	P	44,685
INTEL CORP COM	540	P	8,937
INTEL CORP COM	2700	P	44,685
INTERNATIONAL BUS MACH COM	1600	P	167,072
INTERNATIONAL BUS MACH COM	400	P	41,768
INTL BUS MACH CLL OPT105.0000 07182009	4	P	(860)
INTL BUS MACH CLL OPT115.0000 10172009	4	P	(840)
INTL BUS MACH CLL OPT120.0000 01162010	4	P	(1,030)
INTL BUS MACH CLL OPT120.0000 01222011	4	P	(2,920)
INTL BUS MACH CLL OPT140.0000 01222011	4	P	(1,200)
ISHARE 20+ YR CLL OPT 91.0000 01162010	6	P	(3,690)
ISHARE 20+ YR CLL OPT 93.0000 01162010	6	P	(3,030)
ISHARE 20+ YR CLL OPT 94.0000 01162010	5	P	(2,300)
ISHARE 20+ YR CLL OPT 95.0000 01222011	5	P	(3,075)
ISHARE 20+ YR CLL OPT 95.0000 01222011	5	P	(3,075)
ISHARE 20+ YR CLL OPT 95.0000 01222011	11	P	(6,765)
ISHARE 20+ YR CLL OPT 96.0000 01162010	13	P	(4,875)
ISHARE 20+ YR CLL OPT 97.0000 12192009	10	P	(3,150)
ISHARE 20+ YR CLL OPT100.0000 01162010	10	P	(2,425)
ISHARE 20+ YR CLL OPT100.0000 01222011	10	P	(4,450)
ISHARE 20+ YR CLL OPT105.0000 01162010	10	P	(1,350)
ISHARE 20+ YR CLL OPT105.0000 01222011	10	P	(3,200)
ISHARE 20+ YR CLL OPT110.0000 01222011	10	P	(2,250)
ISHARE 20+ YR CLL OPT115.0000 01222011	25	P	(4,063)
ISHARE 20+ YR PUT OPT 88.0000 01162010	11	P	(4,015)
ISHARE DJ TRAN CLL OPT 55.0000 09192009	10	P	(5,950)
ISHARE DJ TRAN CLL OPT 60.0000 12192009	10	P	(5,050)
ISHARES C&S CLL OPT 39.0000 11212009	20	P	(5,050)
ISHARES TR 20+ YR TRS BD	2500	P	236,425
ISHARES TR 20+ YR TRS BD	1000	P	94,570
ISHARES TR 20+ YR TRS BD	1000	P	94,570
ISHARES TR 20+ YR TRS BD	1000	P	94,570
ISHARES TR 20+ YR TRS BD	1000	P	94,570
ISHARES TR 20+ YR TRS BD	1000	P	94,570

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ISHARES TR 20+ YR TRS BD	1000	P	94,570
ISHARES TR 20+ YR TRS BD	1300	P	122,941
ISHARES TR 20+ YR TRS BD	500	P	47,285
ISHARES TR 20+ YR TRS BD	500	P	47,285
ISHARES TR 20+ YR TRS BD	500	P	47,285
ISHARES TR 20+ YR TRS BD	500	P	47,285
ISHARES TR 20+ YR TRS BD	500	P	47,285
ISHARES TR 20+ YR TRS BD	1000	P	94,570
ISHARES TR COHEN&ST RLTY	2000	P	71,880
ISHARES TR GS CORP BD FD	225	P	22,563
ISHARES TR GS CORP BD FD	875	P	87,745
ISHARES TR GS CORP BD FD	675	P	67,689
ISHARES TR GS CORP BD FD	875	P	87,745
ISHARES TR GS CORP BD FD	675	P	67,689
ISHARES TR GS CORP BD FD	675	P	67,689
ISHARES TR TRANSP AVE IDX	2000	P	116,400
ISHARES TR US TIPS BD FD	900	P	91,476
ISHARES TR US TIPS BD FD	1750	P	177,870
ISHARES TR US TIPS BD FD	700	P	71,148
ISHARES TR US TIPS BD FD	540	P	54,886
ISHARES TR US TIPS BD FD	540	P	54,886
ISHARES TR US TIPS BD FD	540	P	54,886
ISHARES TR US TIPS BD FD	810	P	82,328
ITAU UNIBANCO HOLDING SA ADR	690	P	10,923
JOHNSON & JOHN CLL OPT 50.0000 07182009	20	P	(13,100)
JOHNSON & JOHN CLL OPT 55.0000 01162010	20	P	(8,200)
JOHNSON & JOHN CLL OPT 55.0000 10172009	20	P	(6,600)
JOHNSON & JOHNSON COM	2430	P	138,024
JOHNSON & JOHNSON COM	3570	P	202,776
MEDTRONIC INC CLL OPT 30.0000 01162010	30	P	(18,750)
MEDTRONIC INC CLL OPT 30.0000 08222009	20	P	(10,300)
MEDTRONIC INC COM	6000	P	209,340
MERCK & CO INC CLL OPT 22.5000 01162010	35	P	(21,000)
MERCK & CO INC CLL OPT 25.0000 01222011	35	P	(18,550)
MERCK & CO INC COM	7000	P	195,720
MICROSOFT CORP CLL OPT 21.0000 01162010	25	P	(10,000)
MICROSOFT CORP CLL OPT 25.0000 01222011	25	P	(8,125)
MICROSOFT CORP COM	5000	P	118,850
MUNICH RE GROUP ADR ISIN#US6261881063	970	P	13,079
MUNICH RE GROUP ADR ISIN#US6261881063	580	P	7,821
NESTLE SA SPONSORED ADRS REGISTERED	400	P	15,050
NESTLE SA SPONSORED ADRS REGISTERED	100	P	3,763
NESTLE SA SPONSORED ADRS REGISTERED	120	P	4,515
NESTLE SA SPONSORED ADRS REGISTERED	170	P	6,396
NINTENDO LTD ADR	200	P	6,900
NINTENDO LTD ADR	70	P	2,415
NINTENDO LTD ADR	20	P	690
NINTENDO LTD ADR	80	P	2,760
NOKIA CORP SPONSORED ADR	180	P	2,624
NOKIA CORP SPONSORED ADR	170	P	2,479
NOKIA CORP SPONSORED ADR	350	P	5,103
NOKIA CORP SPONSORED ADR	170	P	2,479
NOKIA CORP SPONSORED ADR	200	P	2,916
NOVARTIS A G SPONSORED ADR	280	P	11,421
NOVARTIS A G SPONSORED ADR	190	P	7,750
NOVARTIS A G SPONSORED ADR	190	P	7,750
OIL SVC HOLDRS CLL OPT 80.0000 10172009	10	P	(20,725)
OIL SVC HOLDRS CLL OPT 85.0000 07182009	10	P	(13,400)

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OIL SVC HOLDRS CLL OPT 90.0000 01162010	10	P	(16,750)
OIL SVC HOLDRS CLL OPT120.0000 01222011	5	P	(6,038)
OIL SVC HOLDRS CLL OPT130.0000 01222011	10	P	(9,550)
OIL SVC HOLDRS TR DEPOSTRY RCPT	1000	P	97,680
OIL SVC HOLDRS TR DEPOSTRY RCPT	3000	P	293,040
OIL SVC HOLDRS TR DEPOSTRY RCPT	500	P	48,840
ORACLE CORP CLL OPT 20.0000 01162010	50	P	(14,500)
ORACLE CORP CLL OPT 22.5000 01222011	25	P	(7,563)
ORACLE CORP COM	2300	P	49,266
ORACLE CORP COM	1350	P	28,917
ORACLE CORP COM	1350	P	28,917
ORACLE CORP COM	2500	P	53,550
PAYCHEX INC CLL OPT 22.5000 09192009	10	P	(3,025)
PAYCHEX INC CLL OPT 25.0000 01222011	30	P	(8,625)
PAYCHEX INC CLL OPT 25.0000 09192009	10	P	(1,300)
PAYCHEX INC CLL OPT 27.5000 09192009	10	P	(350)
PAYCHEX INC CLL OPT 30.0000 01162010	10	P	(400)
PAYCHEX INC CLL OPT 35.0000 01222011	10	P	(375)
PAYCHEX INC PUT OPT 25.0000 01222011	10	P	(4,100)
PAYCHEX INC COM	2160	P	54,432
PAYCHEX INC COM	540	P	13,608
PAYCHEX INC COM	540	P	13,608
PAYCHEX INC COM	540	P	13,608
PAYCHEX INC COM	540	P	13,608
PAYCHEX INC COM	810	P	20,412
PAYCHEX INC COM	5870	P	147,924
PAYCHEX INC COM	1000	P	25,200
PAYCHEX INC COM	2000	P	50,400
PEPSI CO CLL OPT 50.0000 01162010	40	P	(26,200)
PEPSICO INC COM	4000	P	219,840
PETROCHINA CO LTD SPONS ADR	10	P	1,105
PETROCHINA CO LTD SPONS ADR	40	P	4,419
PETROCHINA CO LTD SPONS ADR	40	P	4,419
PFIZER INC COM	8100	P	121,500
PHILIP MORRIS CLL OPT 40.0000 01162010	10	P	(5,350)
PHILIP MORRIS INTL INC COM	1350	P	58,887
PHILIP MORRIS INTL INC COM	135	P	5,889
PHILIP MORRIS INTL INC COM	540	P	23,555
PHILIP MORRIS INTL INC COM	540	P	23,555
PHILIP MORRIS INTL INC COM	270	P	11,777
PHILIP MORRIS INTL INC COM	3165	P	138,057
PRICE T ROWE CLL OPT 35.0000 07182009	10	P	(6,800)
PRICE T ROWE CLL OPT 40.0000 10172009	10	P	(4,900)
PRICE T ROWE GROUP INC COM	340	P	14,168
PRICE T ROWE GROUP INC COM	270	P	11,251
PRICE T ROWE GROUP INC COM	810	P	33,753
PRICE T ROWE GROUP INC COM	1080	P	45,004
PRIMARIS RETAIL REAL ESTATE INVT TRUST	230	P	2,342
PRIMARIS RETAIL REAL ESTATE INVT TRUST	340	P	3,462
PRIMARIS RETAIL REAL ESTATE INVT TRUST	110	P	1,120
PRIMARIS RETAIL REAL ESTATE INVT TRUST	420	P	4,277
PROCTER & GAMB CLL OPT 50.0000 01222011	20	P	(13,200)
PROCTER & GAMB CLL OPT 55.0000 01152010	20	P	(3,700)
PROCTER & GAMBLE CO COM	5000	P	255,500
PROCTER & GAMBLE CO COM	2000	P	102,200
PROCTER & GAMBLE CO COM	1000	P	51,100
PROSH ULTRASHT CLL OPT 56.0000 09192009	5	P	(2,475)
PROSH ULTRASHT CLL OPT 59.0000 09192009	5	P	(1,950)

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PROSH ULTRASHT CLL OPT 60.0000 01162010	5	P	(3,575)
PROSH ULTRASHT CLL OPT 60.0000 09192009	5	P	(1,850)
PROSH ULTRASHT CLL OPT 70.0000 01222011	5	P	(5,525)
PROSH ULTRASHT CLL OPT 72.0000 09192009	5	P	(763)
PROSH ULTRASHT CLL OPT 90.0000 09192009	5	P	(238)
PROSH ULTRASHT CLL OPT 95.0000 12192009	10	P	(1,800)
PROSH ULTRASHT PUT OPT 60.0000 09192009	10	P	(8,350)
PROSH ULTRASHT PUT OPT 65.0000 09192009	5	P	(6,075)
PROSH ULTRASHT PUT OPT 95.0000 09192009	10	P	(40,050)
PROSH ULTRASHT PUT OPT 95.0000 09192009	10	P	(40,050)
PROSHARES TR PSHS ULTSH 20YRS	2500	P	127,300
PROSHARES TR PSHS ULTSH 20YRS	1000	P	50,920
PROSHARES TR PSHS ULTSH 20YRS	2000	P	101,840
PROSHARES ULTRASHORT MSCI EMERG MARKETS	250	P	5,260
PROSHARES ULTRASHORT MSCI EMERG MARKETS	300	P	6,312
PROSHARES ULTRASHORT QQQQ	2000	P	64,040
PROSHARES ULTRASHORT REAL ESTATE	400	P	7,872
PROSHARES ULTRASHORT REAL ESTATE	300	P	5,904
PROSHARES ULTRASHORT REAL ESTATE	100	P	1,968
PROSHARES ULTRASHORT REAL ESTATE	100	P	1,968
PROSHARES ULTRASHORT S&P 500	1200	P	66,396
PROSHARES ULTRASHORT S&P 500	1000	P	55,330
PROSHARES ULTRASHORT S&P 500	1000	P	55,330
PROSHARES ULTRASHORT S&P 500	1000	P	55,330
PROSHARES ULTRASHORT S&P 500	1000	P	55,330
PROSHARES ULTRASHORT S&P 500	1000	P	55,330
PROSHARES ULTRASHORT S&P 500	4000	P	221,320
PROSHARES ULTRASHORT S&P 500	3000	P	165,990
PROSHARES ULTRASHORT S&P 500	1000	P	55,330
PROSHARES ULTRASHORT S&P 500	600	P	33,198
PROSHS ULTRSHT CLL OPT 70.0000 10172009	1	P	(188)
PROSHS ULTRSHT PUT OPT 35.0000 10172009	10	P	(5,800)
PROSHS ULTRSHT PUT OPT 60.0000 10172009	5	P	(20,250)
PSHS ULST LM20 CLL OPT 45.0000 01162010	25	P	(21,375)
PSHS ULST LM20 CLL OPT 50.0000 01222011	10	P	(10,650)
PSHS ULST LM20 CLL OPT 60.0000 01162010	10	P	(2,850)
PSHS ULST LM20 CLL OPT 60.0000 01222011	10	P	(7,400)
PSHS ULST LM20 PUT OPT 52.0000 01222011	10	P	(9,400)
PUBLIC STORAGE 6.625% PREFERRED	4000	P	80,000
RESEARCH IN MO PUT OPT 70.0000 01222011	10	P	(17,125)
RIOCAN REAL ESTATE INVESTMENT TR UNIT	110	P	1,446
RIOCAN REAL ESTATE INVESTMENT TR UNIT	90	P	1,183
RIOCAN REAL ESTATE INVESTMENT TR UNIT	270	P	3,548
RIOCAN REAL ESTATE INVESTMENT TR UNIT	170	P	2,234
RIOCAN REAL ESTATE INVESTMENT TR UNIT	140	P	1,840
RIOCAN REAL ESTATE INVESTMENT TR UNIT	440	P	5,782
RWE AG SPONSORED ADR	140	P	11,056
RWE AG SPONSORED ADR	30	P	2,369
RWE AG SPONSORED ADR	80	P	6,318
SANDVIK AB ADR ISIN#US8002122013	410	P	3,029
SANDVIK AB ADR ISIN#US8002122013	560	P	4,138
SILICONWARE PRECISION INDS LTD SPONSORED A	250	P	1,545
SILICONWARE PRECISION INDS LTD SPONSORED A	927	P	5,729
SILICONWARE PRECISION INDS LTD SPONSORED A	23	P	142
SILICONWARE PRECISION INDS LTD SPONSORED A	1050	P	6,489
SINGAPORE TELECOMMUNICATIONS LTD	500	P	10,364
SINGAPORE TELECOMMUNICATIONS LTD	110	P	2,280
SINGAPORE TELECOMMUNICATIONS LTD	140	P	2,902

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SPDR TR 1 QTR PUT OPT 70.0000 12312010	10	P	(4,975)
SPDR TR 1 QTR PUT OPT 80.0000 12312010	20	P	(15,750)
SPDR TR SER 1 PUT OPT 65.0000 12172011	20	P	(11,900)
SPDR TR SER 1 PUT OPT 75.0000 12182010	10	P	(6,200)
SPDR TR SER 1 PUT OPT 89.0000 07182009	5	P	(423)
SPDR TR SERIES PUT OPT 83.0000 03312010	20	P	(10,950)
SPDR TR SERIES PUT OPT 85.0000 12312009	20	P	(9,050)
SPDR TR UNIT SER 1	1050	P	96,548
SPDR TR UNIT SER 1	2000	P	183,900
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	2000	P	183,900
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	2000	P	183,900
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	1500	P	137,925
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	1000	P	91,950
SPDR TR UNIT SER 1	3000	P	275,850
SPDR TR UNIT SER 1	3000	P	275,850
SPDR TR UNIT SER 1	2000	P	183,900
SPDR TR UNIT SER 1	2000	P	183,900
TAIWAN SEMICONDUCTOR MFG CO ADR	2	P	17
TAIWAN SEMICONDUCTOR MFG CO ADR	480	P	4,517
TAIWAN SEMICONDUCTOR MFG CO ADR	2	P	19
TAIWAN SEMICONDUCTOR MFG CO ADR	400	P	3,764
TAIWAN SEMICONDUCTOR MFG CO ADR	3	P	30
TAIWAN SEMICONDUCTOR MFG CO ADR	630	P	5,928
TAIWAN SEMICONDUCTOR MFG CO ADR	3	P	28
TAIWAN SEMICONDUCTOR MFG CO ADR	590	P	5,552
TELEFONICA S.A.	210	P	14,257
TELEFONICA S.A.	130	P	8,826
TOTAL SA-SPON ADR	230	P	12,473
TOTAL SA-SPON ADR	140	P	7,592
TSAKOS ENERGY NAVIGATION LTD	40	P	646
TSAKOS ENERGY NAVIGATION LTD	140	P	2,260
TSAKOS ENERGY NAVIGATION LTD	190	P	3,067
TSAKOS ENERGY NAVIGATION LTD	220	P	3,551
UNILEVER NV NEW YORK SHS NEW	310	P	7,496
UNILEVER NV NEW YORK SHS NEW	180	P	4,352
UNILEVER NV NEW YORK SHS NEW	90	P	2,176
UNILEVER NV NEW YORK SHS NEW	160	P	3,869
UNILEVER NV NEW YORK SHS NEW	180	P	4,352
UNILEVER NV NEW YORK SHS NEW	60	P	1,451
UNION PAC CORP CLL OPT 45.0000 08222009	10	P	(8,150)
UNION PAC CORP CLL OPT 50.0000 01162010	10	P	(7,300)
UNION PAC CORP CLL OPT 65.0000 01222011	10	P	(5,200)
UNION PAC CORP COM	102	P	5,310
UNION PAC CORP COM	270	P	14,056
UNION PAC CORP COM	162	P	8,434
UNION PAC CORP COM	216	P	11,245
UNION PAC CORP COM	2250	P	117,135
UNION PAC CORP COM	1000	P	52,060
UNITED OVERSEAS BK LTD SPON ADR	310	P	6,288
UNITED OVERSEAS BK LTD SPON ADR	170	P	3,448
UNITED OVERSEAS BK LTD SPON ADR	180	P	3,651

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Security	Quantity	How Acquired	Market Value
UNITED OVERSEAS BK LTD SPON ADR	120	P	2,434
UNITED OVERSEAS BK LTD SPON ADR	270	P	5,477
UNITED PARCEL CLL OPT 45.0000 07182009	20	P	(10,300)
UNITED PARCEL CLL OPT 45.0000 10172009	20	P	(12,800)
UNITED PARCEL CLL OPT 55.0000 01162010	10	P	(2,325)
UNITED PARCEL SERVICE CL B	890	P	44,491
UNITED PARCEL SERVICE CL B	810	P	40,492
UNITED PARCEL SERVICE CL B	3300	P	164,967
UNITED PARCEL SERVICE CL B	1000	P	49,990
UNITED STATES OIL FUND UNITS	2500	P	94,825
UNITED STATES OIL FUND UNITS	1000	P	37,930
UNITED TECHNOLOGIES CP COM	2700	P	140,292
VERMILLION ENERGY TRUST ISIN#CA9237281097	300	P	7,542
VERMILLION ENERGY TRUST ISIN#CA9237281097	210	P	5,279
VERMILLION ENERGY TRUST ISIN#CA9237281097	90	P	2,263
VERMILLION ENERGY TRUST ISIN#CA9237281097	90	P	2,263
VODAFONE GROUP PLC SPON ADR NEW	400	P	7,796
VODAFONE GROUP PLC SPON ADR NEW	90	P	1,754
VODAFONE GROUP PLC SPON ADR NEW	120	P	2,339
VODAFONE GROUP PLC SPON ADR NEW	190	P	3,703
VODAFONE GROUP PLC SPON ADR NEW	280	P	5,457
VODAFONE GROUP PLC SPON ADR NEW	270	P	5,262
VODAFONE GROUP PLC SPON ADR NEW	170	P	3,313
VOLVO AKTIEBOLAGET ADR B	100	P	614
VOLVO AKTIEBOLAGET ADR B	250	P	1,536
VOLVO AKTIEBOLAGET ADR B	200	P	1,229
VOLVO AKTIEBOLAGET ADR B	600	P	3,686
WAL-MART STORE CLL OPT 47.5000 09192009	20	P	(4,930)
WAL-MART STORE CLL OPT 50.0000 01162010	20	P	(5,460)
WAL-MART STORE CLL OPT 55.0000 01222011	10	P	(3,575)
WAL-MART STORES INC COM	4000	P	193,760
WAL-MART STORES INC COM	1000	P	48,440
ZIMMER HLDGS CLL OPT 40.0000 09192009	25	P	(10,750)
ZIMMER HLDGS CLL OPT 45.0000 01222011	25	P	(16,125)
ZIMMER HOLDINS INC	1350	P	57,510
ZIMMER HOLDINS INC	3650	P	155,490
Part II LN 10b			**14,258,840**
CORPORATE BONDS			
ALCOA INC AA 6 1/2 06/01/116.500% Due 06-01-11	500000	P	504,000
CATERPILLARINC CAT 7 1/4 09/15/097.250% Due 09-15-09	500000	P	502,395
VODAFONE GROUP PLC VOD 7 3/4 02/15/107.750% Due 02-15-10	200000	P	206,800
Part II LN 10c			**1,213,195**

ANVERSE, INC EIN 58-2507031
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Part VIII

2 Compensation of five highest-paid employees (other than those included on line 1)

(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
LEE BURGER	PROGRAM DIRECTOR			
PO BOX 3188, CARTERSVILLE, GA 30120	40			
CHRIS PORTER	PROJECT COORDINATOR			
PO BOX 3188, CARTERSVILLE, GA 30120	40			
WARREN BAILEY	CONSTRUCTION EXEC SPVSR			
PO BOX 3188, CARTERSVILLE, GA 30120	40			
MARK KRIDER	DIRECTOR CCNFP			
PO BOX 3188, CARTERSVILLE, GA 30120	40			
PETER GILLIS	SITE SUPERVISOR			
PO BOX 3188, CARTERSVILLE, GA 30120	40			
TOTAL		483,330	32,799	

Anverse, Inc								
58-2507031								
6-30-09 990PF								
Depreciation/Amortiztion Detail								
Group	Date In Service	Book Cost	Book Prior Deprec	Book Method	Book Period	Book Current Depreciation	Book End Depreciation	Net Book Value
Investment Assets								
BUILDINGS	12/28/00	18,300	3,203	S/L	40 00	458	3,660	14,640
LAND	12/30/00	21,800	-	Land	-	-	-	21,800
Part II, LN 11		**40,100**	3,203			458	3,660	**36,440**
Land, Buildings, and Equipment								
BUILDINGS & IMPROVEMENTS	Various	64,869,607	4,319,980	S/L	Various	1,251,814	5,571,793	59,297,814
COMPUTERS	Various	194,322	165,078	S/L	5.00	10,707	175,785	18,537
DISPLAYS	Various	3,558,759	559,822	S/L	Various	201,908	761,730	2,797,030
EQUIPMENT	Various	867,965	378,678	S/L	Various	97,307	475,984	391,981
EDUCATION COLLECTION	Various	22,925	10,303	S/L	10 00	2,293	12,595	10,330
FRANCHISE	7/05/00	50,000	50,000	S/L	7 00	-	50,000	-
FURNITURE	Various	386,814	188,016	S/L	7.00	48,783	236,800	150,014
LAND	Various	6,364,870	-	N/A	N/A	-	-	6,364,870
LANDSCAPE IMPROVEMENTS	Various	122,061	41,903	S/L	Various	10,187	52,090	69,971
LIBRARY BOOKS	Various	11,766	2,620	S/L	Various	2,114	4,734	7,032
RADIO TOWER	Various	131,140	105,294	S/L	Various	12,096	117,390	13,750
TELEPHONE EQUIPMENT	Various	76,749	71,335	S/L	5 00	942	72,277	4,472
VEHICLES	Various	104,113	58,628	S/L	5 00	4,971	63,599	40,514
Less: Disposals		1,213,872	339,376			-	346,312	867,560
		75,547,220	5,612,280			1,643,122	7,248,466	68,298,754
Part I, LN 19 (Including Depreciation on Investment Assets)						**1,643,579**		
SOFTWARE	Various	111,949	54,944	Amort	3 00	10,421	65,366	46,583
Less: Disposals		29,622	29,075			-	29,622	-
Part I, LN 23		82,327	25,869			**10,421**	35,744	46,583
Part II, LN 14		**75,629,547**	5,638,149			1,653,543	**7,284,210**	**68,345,337**
Other Assets								
ARTWORK	Various	8,178,697	-	N/A	N/A	-	-	8,178,697
COLLECTIONS	Various	1,139,776	-	N/A	N/A	-	-	1,139,776
CONSTRUCTION IN PROGRESS	Various	12,746,957	-	N/A	N/A	-	-	12,746,957
LIBRARY	Various	38,868	-	N/A	N/A	-	-	38,868
		22,104,299	-			-	-	22,104,299
Additional Detail Available Upon Request								