~ GEORGIA COPY ~

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

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

Name of foundation: GEORGIA HEALTH FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 3050 PEACHTREE ROAD, SUITE 270 — Room/suite

City or town, state, and ZIP code: ATLANTA, GA 30305

A Employer identification number 58-1352076

B Telephone number (see page 10 of the instructions) 404-658-9066

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: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 7,975,126

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line	Description	(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 (attach schedule)	30,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,068	30,068		
	4	Dividends and interest from securities	65,692	65,692		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0		COLUMN C IS	N/A
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	125,760	95,760	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	25,200			17,640
	14	Other employee salaries and wages	11,400			7,980
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) AUDIT FEE	4,700			3,290
	c	Other professional fees (attach schedule)	43,412	18,412		17,500
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,212	444		538
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	1,418			993
	21	Travel, conferences, and meetings	17,006			11,904
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,017			2,112
	24	**Total operating and administrative expenses.** Add lines 13 through 23	107,365	18,856	0	61,957
	25	Contributions, gifts, grants paid	411,000			411,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	518,365	18,856	0	472,957
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(392,605)			
	b	**Net investment income** (if negative, enter -0-)		76,904		
	c	**Adjusted net income** (if negative, enter -0-)			0	

MAY 1 0 2010

Date ... Employee # 2...

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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	81,958	21,993	21,993
	2 Savings and temporary cash investments	376,434	334,681	334,681
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,034	9,848	9,848
	10a Investments—U.S. and state government obligations (attach schedule)	364,941	358,225	358,225
	b Investments—corporate stock (attach schedule)	4,692,411	5,946,287	5,946,287
	c Investments—corporate bonds (attach schedule)	192,675	197,866	197,866
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) LTD P'SHIP. SHARES	1,086,004	1,101,384	1,101,384
	14 Land, buildings, and equipment: basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ACCRUED INCOME)	4,676	4,842	4,842
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,811,133	7,975,126	7,975,126
Liabilities	17 Accounts payable and accrued expenses	480	480	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	480	480	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	6,810,653	7,974,646	
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	6,810,653	7,974,646	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,811,133	7,975,126	

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	6,810,653
2 Enter amount from Part I, line 27a	2	(392,605)
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN- MKT VALUE OF STOCK	3	2,248,722
4 Add lines 1, 2, and 3	4	8,666,770
5 Decreases not included in line 2 (itemize) ▶ REALIZED CAPITAL LOSSES PER SCHEDULE	5	692,124
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,974,646

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	***SEE SCHEDULE ATTACHED***	P	VAR	VAR
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	3,625,596		4,317,720	(692,124)
b				
c				
d				
e				

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

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

2 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	(692,124)
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the 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 page 18 of 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 (col (b) divided by col (c))
2008	548,704	9,363,846	0.0586
2007	498,280	11,030,956	0.0452
2006	487,204	10,349,448	0.0471
2005	477,785	9,766,705	0.0489
2004	425,009	9,348,309	0.0455

2 **Total** of line 1, column (d)	2	0.2453
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	.04906
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,069,223
5 Multiply line 4 by line 3	5	346,816
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	769
7 Add lines 5 and 6	7	347,585
8 Enter qualifying distributions from Part XII, line 4	8	472,957

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: .... (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	769
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	
3	Add lines 1 and 2	3	769
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	769
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 10,616		
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	10,616
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9,847
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 3,000 **Refunded** ▶	11	6,847

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 page 19 of 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		N/A
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, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ GEORGIA			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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 page 20 of the 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 ▶ www.gahealthfdn.org

14 The books are in care of ▶ JOHN M. BOREK, TREASURER Telephone no. ▶ 404-658-9066

Located at ▶ 3050 PEACHTREE RD, SUITE 270, ATLANTA, GA ZIP+4 ▶ 30305

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 | 0

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		N/A
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 page 20 of the instructions.)		2b		X
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 ____				
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 2009 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 2009.)*		3b		N/A
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 2009?		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)? (see page 22 of the 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 page 22 of the 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? . . . . ☐ 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 "Yes" to 6b, 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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE LIST ATTACHED	ALL DIRECTORS AVG<5 HRS/WK	25,200	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the 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 EMORY UNIVERSITY ROLLINS SCHOOL OF PUBLIC HEALTH - Contributions to the University to fund aid scholarships to needy students in the medical field	25,000
2 GOOD NEWS CLINICS - To provide free medical services to poor and needy residents of the Gainesville/Hall County area	25,000
3 GOOD SAMARITAN HEALTH AND WELLNESS CENTER - To provide free and low cost medical services to the poor and needy residents of Jasper, GA	25,000
4 GOOD SAMARITAN HEALTH CENTER OF GWINNETT - To provide free and low cost medical services to the poor and need residents of Gwinnett Co, GA	25,000

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 **NONE**	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,993,834
b	Average of monthly cash balances	1b	183,042
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,176,876
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,176,876
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	107,653
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,069,223
6	**Minimum investment return.** Enter 5% of line 5	6	353,461

Part XI **Distributable Amount** (see page 25 of the 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	353,461
2a	Tax on investment income for 2009 from Part VI, line 5	2a	768		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	0		
c	Add lines 2a and 2b			2c	768
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	352,693
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	352,693
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	352,693

Part XII **Qualifying Distributions** (see page 25 of the 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	472,957
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	472,957
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	472,957

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				352,693
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			440,645	
b	Total for prior years. 20____ ,20____ ,20____				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 472,957				
a	Applied to 2008, but not more than line 2a			440,645	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				32,312
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
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				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				320,381
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon		THIS PART IS N/A			
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 ⅔ of minimum investment return shown in Part X, line 6 for each year listed					0
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 page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ 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 page 28 of the 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:

JOHN BOREK, C/O GEORGIA HEALTH FDN, 3050 PEACHTREE RD, STE 270, ATLANTA, GA, TEL# 404-658-9066

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

SEE APPLICATION FORM ATTACHED

c Any submission deadlines:
AUGUST 1 OF EACH YEAR

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

SEE APPLICATION FORM ATTACHED - PRIMARILY RESTRICTED TO HEALTH CHARITIES IN GEORGIA

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 LIST ATTACHED	NO INDIVIDUAL DONATIONS	ALL ARE 403(C)3	FOR MEDICAL CARE OR RESEARCH	411,000
Total . . . . . . ▶ 3a				411,000
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 (See page 28 of 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			14	30,068	
4 Dividends and interest from securities			14	65,692	
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					
8 Gain or (loss) from sales of assets other than inventory			18	0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		95,760	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 95,760

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions.)
	N/A

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

Robert L Zwald 05/04/2010 CHAIRMAN AUDIT COMMITTEE

Signature of officer or trustee ROBERT L. ZWALD, CHE Date LL.D. Title

Paid Preparer's Use Only

Preparer's signature Robert B. Rountree, CPA Date 4-23-10

Check if self-employed ▶ ☒

Preparer's identifying number (see Signature on page 30 of the instructions) P00520695

Firm's name (or yours if self-employed), address, and ZIP code ROBERT B ROUNTREE, JR., CPA 2300 HENDERSON MILL RD ATL, GA 30345

EIN ▶

Phone no. 770-496-9939

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, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
GEORGIA HEALTH FOUNDATION, INC.	58-1352076

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 an organization 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 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
GEORGIA HEALTH FOUNDATION, INC.	58-1352076

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HILLSIDE, INC. 690 COURTENAY DRIVE, NE ATLANTA, GA 31106-0247	$ 30,000	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)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

GEORGIA HEALTH FOUNDATION, INC.
2009

	Column A	Column B	Column D
Part I, line 16c - Other Professional Expenses			
Investment Fees	18412	18412	
Consultant Fees	25000		17500
Total	43412	18412	17500
Part I, line 18 - Taxes			
Excise Tax	768		538
Foreign Tax	444	444	0
Total	1212	444	538
Part I, line 23 - Other Expenses			
Office Expense	2191		1534
Telephone	826		578
Total	3017		2112

PART I ATTACHMENT- SCHEDULES

	Acquired	Quantity	Cost Basis	Market Value
CASH EQUIVALENTS - CD's				
CD - NATIONAL CITY BANK - 4.15%	12/1/2003	50,000	50,000	51,266
CD - EASTERN SAVINGS BANK - 4.55%	11/28/2005	45,000	45,000	44,757
CD - AMERICAN EXPRESS BANK - 2.9%	11/18/2009	80,000	80,000	78,385
CD - BMW BANK OF NORTH AMERICA - 2.85%	12/8/2009	45,000	45,000	43,983
TOTAL			220,000	218,391
U.S. GOVERNMENT SECURITIES				
FNMA GLOBAL NOTES - 4.375%	12/1/2005	150,000	148,131	160,641
U.S. TREASURY NOTE - 4.25%	8/1/2006	50,000	48,381	54,015
FEDERAL FARM CREDIT BANK BOND - 4.625%	11/30/2005	50,000	49,908	53,438
FEDERAL HOME LOAN MTG NOTES - 4.5%	11/24/2004	85,000	85,000	90,131
TOTAL			331,420	358,225
CORPORATE AND OTHER BONDS				
J.P. MORGAN CHASE - 4.5%	11/14/2003	40,000	40,158	41,350
WAL-MART STORES - 4.55%	8/1/2006	50,000	47,814	53,273
GE CAPITAL CORP - 4.25%	12/1/2003	100,000	99,219	103,243
TOTAL			187,191	197,866
LIMITED PARTNERSHIP SHARES				
THE ENDOWMENT TEI FUND, L.P.	12/1/2006	20,855	1,157,287	1,101,384
STOCK MUTUAL FUNDS				
AMERICAN NEW WORLD FUND- CL A	8/19/2009	3,619	151,907	170,820
JANUS ENTERPRISE FUND- CL A	5/28/2009	14,589	562,968	684,692
AMERICAN FUNDAMENTAL INVESTORS- CL A	8/15/2007	20,377	815,507	666,943
PERKINS MID-CAP VALUE- CL A	5/28/2009	23,774	388,353	470,736
COLUMBIA SMALL CAP VALUE- CL A	8/15/2007	78,704	1,002,820	860,235
JANUS FORTY FUND- CL A	5/28/2009	25,472	749,988	812,574
BLACKROCK EQUITY DIVIDEND FD- CL A	2/9/2009	57,648	751,054	911,998
AMERICAN EURO PACIFIC GROWTH- CL A	2/28/2003	15,579	531,569	597,320
AMERICAN GROWTH FD OF AMERICA- CL A	2/28/2003	28,209	640,872	770,969
TOTAL			5,595,038	5,946,287
GRAND TOTAL - ALL INVESTMENTS				$ 7,822,153

PAGE 2, PART II ATTACHMENT

GEORGIA HEALTH FOUNDATION
12-31-09

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
31,578 3140	BLACKROCK LG CAP VALUE A	02/08/06	02/09/09	358,413 85	548,199.55	(189,785.70) LT
989.0000	BLACKROCK LG CAP VALUE A	10/12/06	02/09/09	11,225 14	17,989 91	(6,764 77) LT
1 0000	BLACKROCK LG CAP VALUE A	10/13/06	02/09/09	11 35	18 49	(7 14) LT
790 0000	BLACKROCK LG CAP VALUE A	12/12/06	02/09/09	8,966 50	14,852 00	(5,885 50) LT
43.0000	BLACKROCK LG CAP VALUE A	12/12/06	02/09/09	488 05	808 40	(320 35) LT
1 0000	BLACKROCK LG CAP VALUE A	12/13/06	02/09/09	11.35	18 81	(7 46) LT
2.0000	BLACKROCK LG CAP VALUE A	07/20/07	02/09/09	22.70	42 36	(19 66) LT
1.0000	BLACKROCK LG CAP VALUE A	07/23/07	02/09/09	11 34	21 02	(9 68) LT
1,032 0000	BLACKROCK LG CAP VALUE A	11/20/07	02/09/09	11,713.20	19,752.48	(8,039 28) LT
814.0000	BLACKROCK LG CAP VALUE A	12/17/07	02/09/09	9,238 90	14,936 90	(5,698.00) LT
2,937.0000	BLACKROCK LG CAP VALUE A	12/17/07	02/09/09	33,334.98	53,893 95	(20,558 99) LT
24 0000	BLACKROCK LG CAP VALUE A	12/17/07	02/09/09	272 40	440 40	(168.00) LT
1.0000	BLACKROCK LG CAP VALUE A	12/18/07	02/09/09	11.35	18 19	(6.84) LT
293.0000	BLACKROCK LG CAP VALUE A	12/18/08	02/09/09	3,325 57	3,404 66	(79 09) ST
22,271 5850	MUNDER MIDCAP CORE GR A	08/26/05	05/28/09	394,207 04	481,957 11	(87,750 07) LT
203 0000	MUNDER MIDCAP CORE GR A	12/28/05	05/28/09	3,593.10	4,608 10	(1,015 00) LT
1.0000	MUNDER MIDCAP CORE GR A	12/29/05	05/28/09	17.70	22.66	(4.96) LT
72 0000	MUNDER MIDCAP CORE GR A	09/27/06	05/28/09	1,274.39	1,710.00	(435.61) LT
497 0000	MUNDER MIDCAP CORE GR A	12/27/07	05/28/09	8,796.90	14,934 85	(6,137.95) LT
1.0000	MUNDER MIDCAP CORE GR A	12/28/07	05/28/09	17.70	30 17	(12.47) LT
37 0000	MUNDER MIDCAP CORE GR A	12/29/08	05/28/09	654.90	592.00	62 90 ST
1 0000	MUNDER MIDCAP CORE GR A	12/30/08	05/28/09	17.72	16 52	1 20 ST
37,426 3910	COLUMBIA MIDCAP VALUE A	08/31/06	05/28/09	327,480 91	523,969 48	(196,488.57) LT
112 0000	COLUMBIA MIDCAP VALUE A	09/27/06	05/28/09	980 00	1,584.80	(604 80) LT
472 0000	COLUMBIA MIDCAP VALUE A	12/14/06	05/28/09	4,129.99	6,910 08	(2,780 09) LT
2,225 0000	COLUMBIA MIDCAP VALUE A	12/14/06	05/28/09	19,468.75	32,574.00	(13,105 25) LT
46 0000	COLUMBIA MIDCAP VALUE A	12/14/06	05/28/09	402 49	673 44	(270 95) LT
1 0000	COLUMBIA MIDCAP VALUE A	12/15/06	05/28/09	8.74	14 72	(5 98) LT
1.0000	COLUMBIA MIDCAP VALUE A	12/15/06	05/28/09	8-74	14 72	(5 98) LT
111.0000	COLUMBIA MIDCAP VALUE A	03/28/07	05/28/09	971 25	1,719.39	(748 14) LT
529.0000	COLUMBIA MIDCAP VALUE A	06/27/07	05/28/09	4,628 75	8,210.08	(3,581.33) LT
2,322.0000	COLUMBIA MIDCAP VALUE A	06/27/07	05/28/09	20,317 52	36,037 44	(15,719.92) LT
177 0000	COLUMBIA MIDCAP VALUE A	06/27/07	05/28/09	1,548.75	2,747.04	(1,198.29) LT
1.0000	COLUMBIA MIDCAP VALUE A	06/28/07	05/28/09	8 75	15.69	(6 94) LT
1.0000	COLUMBIA MIDCAP VALUE A	06/28/07	05/28/09	8 74	15 69	(6 95) LT
102 0000	COLUMBIA MIDCAP VALUE A	09/26/07	05/28/09	892.50	1,556.52	(664 02) LT
927 0000	COLUMBIA MIDCAP VALUE A	12/13/07	05/28/09	8,111 26	13,673.25	(5,561.99) LT
288.0000	COLUMBIA MIDCAP VALUE A	12/13/07	05/28/09	2,520 00	4,248 00	(1,728.00) LT
1 0000	COLUMBIA MIDCAP VALUE A	12/14/07	05/28/09	8 75	14 56	(5 81) LT
20 0000	COLUMBIA MIDCAP VALUE A	03/27/08	05/28/09	175 00	261 60	(86 60) LT
1.0000	COLUMBIA MIDCAP VALUE A	03/28/08	05/28/09	8 75	12 87	(4 12) LT
95 0000	COLUMBIA MIDCAP VALUE A	06/26/08	05/28/09	831.25	1,268 25	(437 00) ST
138 0000	COLUMBIA MIDCAP VALUE A	09/26/08	05/28/09	1,207 50	1,689.12	(481 62) ST
271 0000	COLUMBIA MIDCAP VALUE A	12/12/08	05/28/09	2,371 26	2,140.90	230 36 ST
1 0000	COLUMBIA MIDCAP VALUE A	12/15/08	05/28/09	8.75	7.84	0 91 ST
50.0000	COLUMBIA MIDCAP VALUE A	03/26/09	05/28/09	437.52	378 00	59 52 ST
9,520 7870	AMERICAN EURO PAC GROW A	02/28/03	05/28/09	300,000 00	202,983.18	97,016 82 LT
8,830 0220	AMERN GROW FD OF AMCA A	02/28/03	05/28/09	200,000.00	158,587 19	41,412 81 LT
982 3180	COL SML CAP VAL II A	08/15/07	08/21/09	10,000 00	13,094 28	(3,094.28) LT
6,100 0000	AMERN GROW FD OF AMCA A	02/28/03	08/19/09	149,877.00	109,556.00	40,321 00 LT
951.4750	COL SML CAP VAL II A	08/15/07	10/23/09	10,000 00	12,683 15	(2,683.15) LT
			TOTALS	1912,059	2314,910	

ACCT 2055 - TOTAL LOSS - MUTUAL FUNDS ACCT (402,870.78)

PLUS NET LOSS - LATEEF ACCT - PAGE 2 OF 4 (29,849)

PLUS NET LOSS - HORIZON ACCT - PAGE 4 OF 4 (259,404)

GRAND TOTAL - CAPITAL LOSSES - 2009 $(692,124)

REALIZED CAPITAL LOSSES - PAGE 3, PART IV ATTACHMENT

REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	Gains/(Losses This Statement
APOLLO GROUP INC CL A	245 0000	02/11/08	01/21/09	20,713.21	18,002.58	2,710.63
APOLLO GROUP INC CL A	126.0000	03/31/08	01/21/09	10,652.51	5,415.69	5,236.82
Subtotal (Short-Term)						*7,947.45*
TOTAL JANUARY, 2009				**31,365.72**	**23,418.27**	**7,947.45**
APOLLO GROUP INC CL A	385.0000	03/31/08	02/27/09	27,986.11	16,547.96	11,438.15
COLGATE PALMOLIVE	239.0000	05/16/08	03/24/09	14,046.22	17,328.21	(3,281.99)
EXPEDITORS INTL WASH INC	939.0000	06/27/08	03/10/09	22,552.43	40,002.90	(17,450.47)
Subtotal (Short-Term)						*(9,294.31)*
TOTAL MARCH, 2009				**64,584.76**	**73,879.07**	**(9,294.31)**
AUTOMATIC DATA PROC	606.0000	02/11/08	04/13/09	21,779.16	23,006.79	(1,227.63)
Subtotal (Long-Term)						*(1,227.63)*
Subtotal (Short-Term)						
TOTAL APRIL, 2009				**21,779.16**	**23,006.79**	**(1,227.63)**
LIBERTY GLOBAL INCSER A	1613.0000	02/11/08	04/28/09	25,518.61	60,826.07	(35,307.46)
NASDAQ OMX GRP INC	687.0000	02/11/08	04/29/09	12,782.13	28,151.88	(15,369.75)
NASDAQ OMX GRP INC	793.0000	02/11/08	05/01/09	15,419.80	32,495.56	(17,075.76)
Subtotal (Long-Term)						*(67,752.97)*
Subtotal (Short-Term)						
TOTAL MAY, 2009				**53,720.54**	**121,473.51**	**(67,752.97)**

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Market Price	Market Value	Gain/(Loss)
ACCENTURE PLC SHS	ACN	08/17/09	1,191	35.9771	42,848	37.0800	**44,162.28**	1,313
AFFILIATED MANAGERS GRP	AMG	02/11/08	305	97.5910	29,765	63.4900	19,364.45	(10,400)
		06/17/09	137	57.7532	7,912	63.4900	8,698.13	785
Subtotal			*442*		*37,677*		***28,062.58***	*(9,615)*
AFLAC INC COM	AFL	03/19/09	1,536	21.0064	32,265	41.4900	**63,728.64**	31,462
AUTOMATIC DATA PROC	ADP	02/11/08	986	37.9650	37,433	39.8000	**39,242.80**	1,809
BERKSHIRE HATHAWAY CLB	BRKB	03/04/08	13	4,484.0000	58,292	3,283.0000	42,679.00	(15,613)
		03/05/09	5	2,348.1340	11,740	3,283.0000	16,415 00	4,674
Subtotal			*18*		*70,032*		***59,094.00***	*(10,939)*
COLGATE PALMOLIVE	CL	05/16/08	579	72.5030	41,979	78.6300	**45,526.77**	3,547
E M C CORPORATION MASS	EMC	08/19/08	3,764	15.1370	56,975	16.4700	**61,993.08**	5,017
ECOLAB INC	ECL	07/02/08	493	42.7518	21,076	43.9600	21,672.28	595
		07/03/08	763	43.9720	33,550	43.9600	33,541.48	(9)
Subtotal			*1,256*		*54,627*		***55,213.76***	*586*
EXPEDITORS INTL WASH INC	EXPD	06/27/08	331	42.6016	14,101	32.2200	10,664.82	(3,436)
		08/15/08	270	36.7665	9,926	32.2200	8,699 40	(1,227)
Subtotal			*601*		*24,028*		***19,364.22***	*(4,663)*
FASTENAL COMPANY	FAST	11/13/08	1,009	32.7966	33,091	34.5000	**34,810.50**	1,718
ITT EDUCATIONAL SVCES	ESI	02/27/09	283	113.5904	32,146	90.3500	25,569.05	(6,577)
		04/29/09	76	98.4100	7,479	90.3500	6,866.60	(612)
		05/07/09	283	91.2173	25,814	90.3500	25,569.05	(245)
Subtotal			*642*		*65,439*		***58,004.70***	*(7,434)*
MASTERCARD INC	MA	04/15/09	137	161.7288	22,156	219.0200	30,005.74	7,848
		04/29/09	68	174.4000	11,859	219.0200	14,893.36	3,034
Subtotal			*205*		*34,016*		***44,899.10***	*10,882*
QUALCOMM INC	QCOM	01/16/09	996	36.2351	36,090	41.3300	**41,164.68**	5,074
ROCKWELL COLLINS INC	COL	02/11/08	1,002	60.2680	60,388	50.3800	**50,480.76**	(9,907)
SCRIPPS NETWORKS *INTERACTIVE INC CL A*	SNI	09/23/08	1,424	40.2401	57,302	37.7600	**53,770.24**	(3,531)
SUNCOR ENERGY INC NEW	SU	03/24/09	728	23.3772	17,018	33.0200	24,038.56	7,019
		03/26/09	784	21.9439	17,204	33.0200	25,887.68	8,683
Subtotal			*1,512*		*34,222*		***49,926.24***	*15,702*
TERADATA CORP DEL	TDC	08/06/09	1,437	26.7467	38,435	27.8800	**40,063.56**	1,628
VISA INC CL A SHRS	V	09/22/08	630	67.4182	42,473	75.7600	**47,728.80**	5,255
TOTAL NOVEMBER, 2009 (LIQUIDATION)					796.758		**837,236.71**	40,479

TOTAL NET REALIZED LOSS - LATEEF ACCT A/C # 4018 (29,849)

REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sales Price	Cost Basis	Gains/(Losses) This Statement
CNOOC LTD ADR	142.0000	03/19/08	03/12/09	11,327.51	19,914.39	(8,586.88)
LAS VEGAS SANDS CORP	250.0000	03/19/08	03/17/09	413.29	18,337.78	(17,924.49)
LAS VEGAS SANDS CORP	74.0000	04/01/08	03/17/09	122.33	5,648.42	(5,526 09)
LAS VEGAS SANDS CORP	175.0000	08/15/08	03/17/09	289.32	10,005.87	(9,716.55)
LAS VEGAS SANDS CORP	499.0000	03/18/09	03/23/09	824.95	824.94	.01
NYSE EURONEXT	353.0000	03/19/08	03/11/09	5,975.26	21,228.36	(15,253.10)
Subtotal (Short-Term)						*(57,007.10)*
TOTAL MARCH, 2009				**18,952.66**	**75,959.76**	**(57,007.10)**

EQUITIES

Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Market Price	Market Value	Gain/(Loss)
ALLEGHENY ENERGY INC COM	AYE	03/19/08	385	47.6621	18,349	22.8200	8,785.70	(9,564)
		04/01/08	194	51.3500	9,961	22.8200	4,427.08	(5,534)
Subtotal			*579*		*28,311*		***13,212.78***	*(15,098)*
ANGLO AMERN PLC ADR	AAUKY	08/15/08	173	25.7856	4,460	18.1000	3,131.30	(1,329)
		10/27/08	713	9.5030	6,775	18.1000	12,905.30	6,129
		04/08/09	515	9.6074	4,947	18.1000	9,321.50	4,373
Subtotal			*1,401*		*16,184*		***25,358.10***	*9,173*
BEIJING CAP INT AIRPT- H *1.HKD PAR ORDINARY*	BJCHF	03/19/08	12,000	0 8376	10,051	0.6851	**8,221.20**	(1,830)
BERKSHIRE HATHAWAY CLB	BRKB	03/19/08	8	4,300.0000	34,400	3,283.0000	26,264.00	(8,136)
		04/01/08	1	4,497.0000	4,497	3,283.0000	3,283.00	(1,214)
Subtotal			*9*		*38,897*		***29,547.00***	*(9,350)*
BHP BILLITON LTD ADR	BHP	08/12/08	71	63.6043	4,515	65.5800	**4,656.18**	140
BROOKFIELD ASSET MGMT *INC CL A*	BAM	03/19/08	1,316	27.0631	35,615	20.9000	27,504.40	(8,110)
		04/01/08	380	27.6626	10,511	20.9000	7,942.00	(2,569)
Subtotal			*1,696*		*46,126*		***35,446.40***	*(10,679)*
BURLNGTN N SNTA FE$0 01	BNI	07/02/08	344	94.2556	32,423	75.3200	**25,910.08**	(6,513)
CARNIVAL CORP PAIRED SHS	CCL	09/09/08	630	41.5709	26,189	29.1200	**18,345.60**	(7,844)
CHINA LIFE INS CO SP ADR	LFC	03/23/09	258	50.4810	13,024	68.6100	**17,701.38**	4,677
CHINA UNICOM HONG KONG *LTD*	CHU	03/25/09	1,193	10.9035	13,007	12.6500	**15,091.45**	2,083
CME GROUP INC	CME	02/17/09	75	183.3950	13,754	302.6100	**22,695.75**	8,941
CNOOC LTD ADR	CEO	03/19/08	75	140.2422	10,518	148.9400	11,170.50	652
		04/01/08	46	151.8880	6,986	148.9400	6,851.24	(135)
Subtotal			*121*		*17,505*		***18,021.74***	*517*
DISNEY (WALT) CO COM STK	DIS	11/20/08	518	19.4093	10,054	27.3700	**14,177.66**	4,123
EL PASO CORPORATION	EP	03/19/08	622	15.6042	9,705	9.8100	6,101.82	(3,604)
		04/01/08	440	16.6500	7,326	9.8100	4,316.40	(3,009)
Subtotal			*1,062*		*17,031*		***10,418.22***	*(6,613)*
ENCANA CORP	ECA	03/19/08	344	73 2139	25,185	55.3900	19,054 16	(6,131)
		04/01/08	160	74.9485	11,991	55.3900	8,862.40	(3,129)
Subtotal			*504*		*37,177*		***27,916.56***	*(9,260)*
FANNIE MAE (USA) COM NPV	FNM	03/19/08	255	31.0900	7,927	1.0800	275.40	(7,652)
		04/01/08	205	29 3478	6,016	1.0800	221.40	(5,794)
Subtotal			*460*		*13,944*		***496.80***	*(13,446)*
GENZYME CORPORATION	GENZ	04/24/09	218	52 8884	11,529	50.6000	**11,030.80**	(498)
GRUPO TELEVISA SA ADR	TV	10/20/09	1,189	19.7586	23,492	19.3600	**23,019.04**	(473)

CONTINUED ON PAGE 4

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Market Price	Market Value	Gain/(Loss)
HENDERSON LAND DEVELOPMT	HLDVF	10/08/08	4,000	3.6966	14,786	7.1997	**28,798.80**	14,012
2 HKD PAR ORDINARY								
HONG KONG EXCHANGES AND	HKXCF	03/19/08	1,000	15.4500	15,450	18.0381	18,038.10	2,588
1 HKD PAR ORDINARY		04/01/08	500	17 4500	8,725	18 0381	9,019.05	294
Subtotal			*1,500*		*24,175*		***27,057.15***	*2,882*
HUANENG PWR INTL SP ADR	HNP	03/19/08	630	26 4186	16,643	25 5100	16,071.30	(572)
		04/01/08	144	31.2259	4,496	25.5100	3,673.44	(823)
Subtotal			*774*		*21,140*		***19,744.74***	*(1,395)*
ICICI BANK LTD SPD ADR	IBN	03/19/08	210	35.8700	7,532	31.4500	6,604.50	(928)
		06/16/09	234	29.9594	7,010	31.4500	7,359.30	348
Subtotal			*444*		*14,543*		***13,963.80***	*(580)*
IMPERIAL OIL LTD COM NEW	IMO	03/19/08	600	51.1443	30,686	37.6500	22,590.00	(8,096)
		04/01/08	248	52.3237	12,976	37.6500	9,337.20	(3,639)
Subtotal			*848*		*43,662*		***31,927.20***	*(11,735)*
LEGG MASON INC	LM	03/19/08	450	53.8100	24,214	29.1100	13,099.50	(11,115)
		04/01/08	156	58.1250	9,067	29.1100	4,541.16	(4,526)
Subtotal			*606*		*33,282*		***17,640.66***	*(15,641)*
LEUCADIA NATL CORP	LUK	03/19/08	275	44.5682	12,256	22.4700	6,179.25	(6,077)
		04/01/08	272	46 4266	12,628	22.4700	6,111.84	(6,516)
Subtotal			*547*		*24,884*		***12,291.09***	*(12,593)*
LONDON STK EXCHANGE GROU	LDNXF	03/19/08	1,350	22.7500	30,712	14.0274	18,936.99	(11,775)
GBP PAR ORDINARY		04/01/08	389	25.8500	10,055	14.0274	5,456.65	(4,599)
Subtotal			*1,739*		*40,768*		***24,393.64***	*(16,374)*
MASTERCARD INC	MA	02/26/09	32	156.1153	4,995	219.0200	7,008.64	2,012
		02/26/09	42	156.1150	6,556	219.0200	9,198.84	2,642
Subtotal			*74*		*11,552*		***16,207.48***	*4,654*
NASDAQ OMX GRP INC	NDAQ	03/19/08	600	38 2988	22,979	18.0600	10,836.00	(12,143)
		04/01/08	321	40 1960	12,902	18.0600	5,797.26	(7,105)
Subtotal			*921*		*35,882*		***16,633.26***	*(19,248)*
NYSE EURONEXT	NYX	03/19/08	537	60.1370	32,293	25.8500	13,881.45	(18,412)
		04/01/08	175	64.9522	11,366	25.8500	4,523 75	(6,842)
Subtotal			*712*		*43,660*		***18,405.20***	*(25,254)*
OAO GAZPROM SPON ADR	OGZPY	03/19/08	547	49 3000	26,967	23.6300	12,925.61	(14,041)
		04/01/08	180	51.0500	9,189	23 6300	4,253 40	(4,935)
Subtotal			*727*		*36,156*		***17,179.01***	*(18,976)*
PHILIP MORRIS INTL INC	PM	01/21/09	652	40.8071	26,606	47.3600	**30,878.72**	4,272
RIO TINTO PLC SPNSRD ADR	RTP	08/04/08	12	351.7383	4,220	178.0300	**2,136.36**	(2,084)
RRI ENERGY INC	RRI	03/19/08	2,130	23.2163	49,450	5 2700	11,225.10	(38,225)
		04/01/08	503	24.0000	12,072	5 2700	2,650.81	(9,421)
Subtotal			*2,633*		*61,522*		***13,875.91***	*(47,646)*
TIME WARNER CABLE INC	TWC	09/04/08	182	47 0276	8,559	39 4400	**7,178.08**	(1,380)
SHS								
TIME WARNER INC SHS	TWX	09/04/08	726	35.7810	25,977	30.1200	**21,867.12**	(4,109)
UNION PACIFIC CORP	UNP	06/13/08	267	75.3655	20,122	55.1400	**14,722.38**	(5,400)
VORNADO REALTY TRUST COM	VNO	03/24/09	146	38 0080	5,549	59 5600	8,695.76	3,146
REIT		06/16/09	1	48.1000	48	59.5600	59.56	11
Subtotal			*147*		*5,597*		***8,755.32***	*3,157*
TOTAL NOVEMBER, 2009 (LIQUIDATION)					870,321		**664,922.66**	(205,388)

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Client Investment	Cumulative Investment Return	Total Cost Basis	Market Price	Market Value	Gain/(Loss)
MARKET VECTORS	897	18,002	2,991	18,002	23.4040	**20,993.37**	2,991
SYMBOL: BJK *Initial Purchase:03/13/09*							
Equity 100%							
Subtotal (Equities)						20,993.37	

TOTAL NET REALIZED LOSS - HORIZON ACCT - A/C #4023 (259,404)

GEORGIA HEALTH FOUNDATION, INC.
DIRECTORS AND DIRECTOR FEES
2009

NAME AND ADDRESS	AMOUNT
John M. Borek, Jr. 3023 Shinnecock Hills Dr. Duluth, GA 30097	$4,050.00
Martha Katz 417 Clairemont Ave #122 Decatur, GA 30030	$2,700.00
Richard Elmer, MD 111 Wayfair Overlook Woodstock, GA 30188	$3,600.00
Jaquelin Gotlieb, MD 1522 Howell Highlands Stone Mountain, GA 30087	$2,700.00
J Rhodes Haverty, MD 3359 Woodhaven Rd NW Atlanta, GA 30305	$3,150.00
S. Jarvin Levison 171 17th Street, Suite 2100 Atlanta, GA 30363	$2,250.00
Nancy M. Paris 250 Hurt Plaza, Ste 910 Atlanta, GA 30303	$4,050.00
Robert L. Zwald, CHE/LLD 3735 Sinclair Shores Rd. Cumming, GA 30041	$2,700.00
TOTAL DIRECTOR FEES	$25,200.00
CONSULTANT John W. Stephenson 3400 Pinestream Rd, NW Atlanta, GA 30327	$25,000.00

PART VIII, LINE 1 ATTACHMENT

Grantee Organization	Grantee Primary Contact	Type of Support	Amount Paid	Payment Date
Good Shepherd Clinic, Inc. 6392 Murphy Drive Morrow, GA 30260	Clyde E. Maxwell Tel: 770-968-1310 Fax: 770-968-2701	General Operating Support	$25,000	12/3/2009
Jewish Family & Career Services 4549 Chamblee Dunwoody Road Atlanta, GA 30338-6210	Gary Miller Tel: (770)677-9300 Fax: (770)677-9400	General Operating Support	$15,000	12/3/2009
The Community Foundation For Greater Atlanta, Inc. 50 Hurt Plaza, Suite 449 Atlanta, GA 30303	Alicia Philipp Tel: (404)688-5525	Special Support	$30,000	12/1/2009
Society of St. Andrew, Inc. PO Box 712 Tifton, GA 31794	Rachel Radeline Gonia Tel: 229-386-5800	Program Development	$10,000	12/3/2009
Spring Creek Health Cooperative 3 South Jefferson Avenue Blakely, GA 39823	Sheila P. Freeman Tel: 229-723-6061 Fax: 229-723-8465	Program Development	$25,000	12/3/2009
Voices for Georgia's Children 100 Edgewood Avenue, Suite 520 Atlanta, GA 30303	Pat Willis Tel: 404-521-0311 Fax: 404-521-0287	Program Development	$15,000	8/24/2009
YMCA of Metropolitan Atlanta 100 Edgewood Avenue., Suite 1100 Atlanta, GA 30303	Edward G. Munster Tel: (404)588-9622 Fax: (404)527-7693	Program Development	$25,000	12/3/2009
Grand Totals (19 items)			**$375,000**	

PLUS 29 MISCELLANEOUS SMALL DIRECTOR MATCHING GRANTS 36,000

TOTAL GRANTS $411,000

2009 GRANTS

PAGE 11, PART XV ATTACHMENT

GHF - Grants Paid 2009

Georgia Health Foundation

Grantee Organization	Grantee Primary Contact	Type of Support	Amount Paid	Payment Date
Advocates for Children PO Box 446 Cartersville, GA	Patty Eager Tel: 770-387-1143 Fax: 770-606-0732	Program Development	$15,000	12/3/2009
Prevent Child Abuse Athens 1551 Jennings Mill Road, Suite 700A Bogart, GA 30622-2535	Mary P Hood Tel: 706-546-9713 Fax: 706-546-9720	Program Development	$15,000	12/3/2009
Center for the Visually Impaired 739 W. Peachtree Street, NE Atlanta, GA 30308	Susan B. Green Tel: 404-875-9011 Fax: 404-875-4568	Program Development	$10,000	12/3/2009
Children's Healthcare of Atlanta Foundation 1680 Tullie Circle NE Atlanta, GA 30329	Eugene A. Hayes Tel: 404-785-7003 Fax: 404-929-8498	General Operating Support	$25,000	12/3/2009
Emory University 1440 Clifton Road, NE WHSCAB Atlanta, GA 30322	James W. Wagner Tel: (404)727-5630 Fax: (404)727-0473	Student Aid/Awards to Institutions	$25,000	8/24/2009
George West Mental Health Foundation 1961 N. Druid Hills Road Atlanta, GA 30329	Elizabeth E Finnerty Tel: (404)315-8333 Fax: 404-315-9838	Program Development	$20,000	12/3/2009
Georgia Lions Lighthouse Foundation, Inc. 1775 Clairmont Road Decatur, GA 30033-4005	Christina E. Lennon Tel: 404-325-3630 Fax: 404-636-5549	Program Development	$10,000	12/3/2009
Georgia Public Health Association PO Box 80524 Atlanta, GA 30366-0524	Russ Toal Tel: 678-302-1132 Fax: 678-302-1134	Special Support	$10,000	12/3/2009
Georgia State University Foundation 33 Gilmer Street Atlanta, GA 30303-3085	Nancy E. Peterman Tel: (404)651-3971	Student Aid/Awards to Institutions	$25,000	2/20/2009
Good News Clinics 810 Pine Street PO Box 2683 (zip 30503) Gainesville, GA 30501	Cherly Christian Tel: 770-297-5040 Fax: 770-503-9818	General Operating Support	$25,000	12/3/2009
Good Samaritan Health and Wellness Center PO Box 579 Jasper, GA 30143	Carole Maddux Tel: 706-253-4673	General Operating Support	$25,000	12/3/2009
Good Samaritan Health Center of Gwinnett 3700 Club Drive Lawrenceville, GA 30044	Kimberly Adams Tel: 678-280-6630 Fax: 678-280-6635	General Operating Support	$25,000	12/3/2009