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

**2009**

Department of the Treasury  
Internal Revenue Service

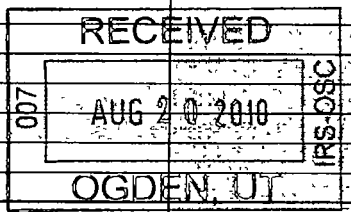
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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 <b>THE ROCKDALE FOUNDATION, INC.</b>	A Employer identification number <b>58-2147850</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>2200 CENTURY PARKWAY 100</b>	B Telephone number <b>678-365-4754</b>
	City or town, state, and ZIP code <b>ATLANTA, GA 30345</b>	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>3,211,350.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,071.	7,071.		STATEMENT 2
	4 Dividends and interest from securities	18,973.	18,973.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,561,390.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	2,201,775.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	<1,535,346.>	26,044.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,513.	2,103.		8,410.
	14 Other employee salaries and wages	8,459.	2,114.		6,345.
	15 Pension plans, employee benefits	2,122.	496.		1,626.
	16a Legal fees				
	b Accounting fees	6,050.	4,538.		1,513.
	c Other professional fees	288.	0.		288.
	17 Interest				
	18 Taxes	1,724.	390.		1,334.
	19 Depreciation and depletion	492.	98.		
	20 Occupancy				
	21 Travel, conferences, and meetings	12,802.	2,560.		10,242.
	22 Printing and publications				
	23 Other expenses	31,963.	21,255.		10,706.
	24 Total operating and administrative expenses. Add lines 13 through 23	74,413.	33,554.		40,464.
	25 Contributions, gifts, grants paid	401,026.			401,026.
26 Total expenses and disbursements. Add lines 24 and 25	475,439.	33,554.		441,490.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<2,010,785.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		



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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,926.	6,064.	6,064.
	2 Savings and temporary cash investments	946,006.	3,146,401.	3,146,401.
	3 Accounts receivable ▶ 99.			
	Less: allowance for doubtful accounts ▶	2,391.	99.	99.
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,763,168.	0.	0.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	500,000.	51,200.	51,200.
	14 Land, buildings, and equipment: basis ▶ 43,961.			
	Less accumulated depreciation STMT 10 ▶ 43,961.	491.		
	15 Other assets (describe ▶ DUE FROM RFSI )	89,571.	7,586.	7,586.
	16 Total assets (to be completed by all filers)	5,304,553.	3,211,350.	3,211,350.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 11)	129,044.	46,626.		
23 Total liabilities (add lines 17 through 22)	129,044.	46,626.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	5,175,509.	3,164,724.		
30 Total net assets or fund balances	5,175,509.	3,164,724.		
31 Total liabilities and net assets/fund balances	5,304,553.	3,211,350.		

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	5,175,509.
2 Enter amount from Part I, line 27a	2	<2,010,785.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,164,724.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,164,724.

**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		P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES		D	VARIOUS	VARIOUS
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 480,309.		1,007,819.	<527,510.>	
b 1,721,466.		1,506,726.	214,740.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			<527,510.>	
b			214,740.	
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	<312,770.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	878,321.	4,678,714.	.187727
2007	1,156,068.	6,141,056.	.188252
2006	950,809.	2,216,783.	.428914
2005	1,544,622.	2,647,141.	.583506
2004	1,761,230.	3,956,582.	.445139
2 Total of line 1, column (d)			2 1.833538
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 .366708
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,170,068.
5 Multiply line 4 by line 3			5 1,162,489.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 1,162,489.
8 Enter qualifying distributions from Part XII, line 4			8 441,490.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,216.
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	5,216.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	5,216.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <b>1,500.</b> Refunded	11	3,716.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>MS. EUGENIA TOPPLE</u> Telephone no. ▶ <u>678-365-4750</u> Located at ▶ <u>2200 CENTURY PARKWAY, STE 100, ATLANTA, GA</u> ZIP+4 ▶ <u>30345</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) 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 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)?  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)?  Yes  No  
 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?  Yes  No  
 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? N/A

	5b	X
	6b	X
	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 12		10,513.	686.	0.

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

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

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

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

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	176,298.
b	Average of monthly cash balances	1b	3,042,045.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,218,343.
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	3,218,343.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,275.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,170,068.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	158,503.

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

1	Minimum investment return from Part X, line 6	1	158,503.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	158,503.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	158,503.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	158,503.

**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	441,490.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	441,490.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	441,490.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				158,503.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,563,401.			
b From 2005	1,408,267.			
c From 2006	757,765.			
d From 2007	872,148.			
e From 2008	646,668.			
f Total of lines 3a through e	5,248,249.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 441,490.				
a Applied to 2008, 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 2009 distributable amount				158,503.
e Remaining amount distributed out of corpus	282,987.			
5 Excess distributions carryover applied to 2009 (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:	5,531,236.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	1,563,401.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,967,835.			
10 Analysis of line 9:				
a Excess from 2005	1,408,267.			
b Excess from 2006	757,765.			
c Excess from 2007	872,148.			
d Excess from 2008	646,668.			
e Excess from 2009	282,987.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2009	(b) 2008	Prior 3 years		
			(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**

**1 Information Regarding Foundation Managers:**

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

**ROBERT A. PATILLO**

**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 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:

**N/A**

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

**N/A**

**c** Any submission deadlines:

**N/A**

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

**N/A**

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT A	NONE	SEE STATEMENT A	SEE STATEMENT A	401,026.
<b>Total</b>				▶ 3a 401,026.
<b>b Approved for future payment</b>				
SEE STATEMENT B	NONE	SEE STATEMENT B	SEE STATEMENT B	24,325.
<b>Total</b>				▶ 3b 24,325.





2009 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	03/08/00	200DE	7.00		HXL7	2,445.				2,445.	2,445.		0.	2,445.
2	OFFICE EQUIPMENT	07/31/00	200DE	5.00		HXL7	1,148.				1,148.	1,148.		0.	1,148.
3	COMPUTER SOFTWARE	11/02/00	SL	3.00		HXL6	690.				690.	690.		0.	690.
4	OFFICE FURNITURE	04/14/00	200DE	7.00		HXL7	1,367.				1,367.	1,367.		0.	1,367.
5	OFFICE FURNITURE	04/14/00	200DE	7.00		HXL7	1,697.				1,697.	1,697.		0.	1,697.
6	OFFICE FURNITURE	05/26/00	200DE	7.00		HXL7	995.				995.	995.		0.	995.
7	OFFICE FURNITURE	09/29/00	200DE	7.00		HXL7	2,120.				2,120.	2,120.		0.	2,120.
8	OFFICE EQUIPMENT	11/02/00	200DE	5.00		HXL7	2,351.				2,351.	2,351.		0.	2,351.
9	OFFICE FURNITURE	06/01/01	200DE	7.00		HXL7	4,514.				4,514.	4,514.		0.	4,514.
10	OFFICE EQUIPMENT	06/01/01	200DE	5.00		HXL7	1,857.				1,857.	1,857.		0.	1,857.
11	COMPUTER SOFTWARE	06/01/01	SL	3.00		HXL6	7,734.				7,734.	7,734.		0.	7,734.
12	COMPUTER SOFTWARE	07/01/02	SL	3.00		HXL6	7,939.			2,382.	5,557.	5,557.		0.	5,557.
13	OFFICE EQUIPMENT	06/01/03	200DE	5.00		HXL7	1,068.			534.	534.	534.		0.	534.
14	COMPUTER SOFTWARE	06/01/03	SL	3.00		HXL7	3,343.			1,672.	1,671.	1,671.		0.	1,671.
15	OFFICE EQUIPMENT	04/29/04	200DE	5.00		HXL7	241.			121.	120.	113.		7.	120.
16	OFFICE EQUIPMENT	04/29/04	200DE	5.00		HXL7	1,861.			931.	930.	876.		54.	930.
17	COMPUTER SOFTWARE	06/13/06	SL	3.00		HXL7	2,591.				2,591.	2,160.		431.	2,591.
* TOTAL 990-PF PG 1 DEPR							43,961.			5,640.	38,321.	37,829.		492.	38,321.

928111  
04-24-09

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

**ROCKDALE FOUNDATION, INC.**  
**E.I.N. 58-2147850**  
**Attachment to 2009 Year Form 990-PF**

**STATEMENT REQUIRED BY REG. §53.4945-5(d)**

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY**  
**GRANTS**

- (1) Grantee:** ASSOCIATION AL AMANA POUR LA PROMOTION DE L  
MICRO ENTERPRISE ("Al Amana"), a not-for-profit, non-governmental  
organization.
- (2) Date and Amount Paid in Current Tax Year:** \$0
- (3) Total Grant:** \$51,444.00
- (4) Purpose:** Al Amana's mission is to provide microfinance services to the poor in  
the cities and rural areas of Morocco with the assistance of grants from various  
sources, including U.S. Agency for International Development (USAID). The  
purpose of this grant is to finance the expenses of Al Amana in strategic planning  
and developing new loan products to enhance the organization's ability to serve  
the poor.
- (5) Amount of Grant Spent by Grantee:** \$51,444.
- (6) Diversion:** To the knowledge of the Foundation, and based on the report  
furnished by the Grantee, no part has been used for other than its intended  
purpose.
- (7) Date of Report(s) Received from Grantee:**  

4/7/06, 10/4/06, 2/1/07, 5/8/08, 3/3/09, 4/25/2010
- (8) Verification:** The Foundation reviewed the Grant Report under item (7), above,  
but did not undertake any verification of the grantee's reports as there has not been  
any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

**ROCKDALE FOUNDATION, INC.**  
**E.I.N. 58-2147850**  
**Attachment to 2009 Year Form 990-PF**

**STATEMENT REQUIRED BY REG. §53.4945-5(d)**

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY**  
**GRANTS**

- (1) Grantee:** Microfinance Centre, a registered not-for-profit organization formed under the laws of Poland
- (2) Date and Amount Paid in Current Tax Year:** \$75,000 paid on January 22, 2008
- (3) Total Grant:** \$75,000.00
- (4) Purpose:** The Grantee's mission is to support existing and future microfinance institutions in Eastern Europe working to alleviate poverty, create employment, and promote the development of microenterprises and self-employment. The purpose of the Grant by the Foundation is to support the development of two training courses providing training in the field of human resources and marketing to staff members of microfinance institutions targeting the poor.
- (5) Amount of Grant Spent by Grantee:** \$ 75,000
- (6) Diversion:**

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.
- (7) Date of Report(s) Received from Grantee:** 4/25/10
- (8) Verification**

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

**ROCKDALE FOUNDATION, INC.**  
**E.I.N. 58-2147850**  
**Attachment to 2009 Year Form 990-PF**

**STATEMENT REQUIRED BY REG. §53.4945-5(d)**

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS**

- (1) Grantee:** Centre for Civil Society, a registered not-for-profit organization formed under the laws of India
- (2) Date and Amount Paid in Current Tax Year:** \$10,000 paid in November 2009
- (3) Total Grant:** \$10,000.00
- (4) Purpose:** The Centre for Civil Society (CCS) is an independent, non-profit, research and educational organization devoted to improving the quality of life for all citizens of India by reviving and reinvigorating civil society. This grant supports a National Conference on Education designed to bring together top-level policy makers, key stakeholders and education experts to work towards progressive education reforms.
- (5) Amount of Grant Spent by Grantee:** \$ 10,000
- (6) Diversion:**  

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.
- (7) Date of Report(s) Received from Grantee:** 4/25/10
- (8) Verification**

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

**ROCKDALE FOUNDATION, INC.**  
**E.I.N. 58-2147850**  
**Attachment to 2009 Year Form 990-PF**

**STATEMENT REQUIRED BY REG. §53.4945-5(d)**

**INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY**  
**GRANTS**

**(1) Grantee:** Naandi Foundation, a registered not-for-profit organization formed under the laws of India

**(2) Date and Amount Paid in Current Tax Year:** \$30,000 paid in January 2009

**(3) Total Grant:** \$30,000.00

**(4) Purpose:**

Naandi Foundation's mission is to enhance the quality of life of the marginalized and less privileged in Indian society by addressing concerns of hunger, quality education, drinking water and livelihood opportunities. This grant supports a one year pilot to develop a whole school development program in affordable private schools in Hyderabad.

**(5) Amount of Grant Spent by Grantee:** \$ 30,000

**(6) Diversion:**

To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.

**(7) Date of Report(s) Received from Grantee:** 4/25/10

**(8) Verification**

The Foundation reviewed the Grant Report under item (7), above, but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. §53.4945-5(c)).

ID	Legal Name	Address	Tax ID	Status	Purpose	Amount
1229	The McCallie School, Inc	500 Dodds Avenue Chattanooga, TN 37404	62-0475637	509a(1)	Operating support for private middle and high school.	\$5,200.00
1214	Women Advancing Microfinance International	116 Sixth Street NE #205 Washington, DC 20002	20-3050787	509a(1)	The mission of Women Advancing Microfinance International is to advance and support women working in microfinance through education and training, by promoting leadership opportunities, and by increasing visibility of their participation and talent while maintaining a work/life balance	\$25,000.00
1264	Agape Community Center, Inc	2353 Bolton Road, NW Suite 100 Atlanta, GA 30318	58-2372950	509a(1)	Provides programs and facilitates community organizing for the residents of the Bolton Road Community in Northwest Atlanta	\$250.00
1242	Silicon Valley Microfinance Network	122 Hoffman Ave San Francisco, CA 94114	26-0469306	509a(1)	The Silicon Valley Microfinance Network (SVMN) is a grassroots organization for people in the SF Bay Area (and beyond) interested in learning about microfinance, microcredit, and related finance, economic, and development topics. Our mission is to mobilize the Bay Area's resources to increase the impact of microfinance in reducing global poverty. We do this by connecting, educating, and engaging people in the field of microfinance.	\$25,000.00
1243	Fsg Inc	20 Park Plz Ste 320 Boston, MA 02116	20-2776974	509a(2)	FSG's mission is to accelerate the pace of social progress by working with foundations, corporations, governments and nonprofit organizations to their increase their impact on solving social problems	\$30,000.00
1244	Calvert Social Investment Foundation	4550 Montgomery Avenue Bethesda, MD 20814-9814	52-1591398	509a(1)	It serves as a facility for individuals and institutions, seeking to place capital on softer terms to finance affordable homes, fund small and micro businesses and to make available essential community services. Calvert Foundation works in disadvantaged communities with local partner non-profits that use common sense and compassion to provide the investment capital people need to work themselves out of poverty.	\$10,000.00
1248	Pratham USA	5890 Point West Dr Houston, TX 77036	76-0620808	509a(1)	Recognizing the importance of early interventions, we focus most of our programs on pre-school and primary education. We believe that by providing children with a good education, we create opportunities not only for them, but also for their families and communities.	\$25,000.00
1249	Give Foundation, Inc	PO Box 50876 Palo Alto, CA 94303	02-0570370	509a(1)	GIVE Foundation is a philanthropic exchange that connects people and organizations in the US with projects in India. The exchange helps provide total transparency and accountability in project implementation.	\$20,000.00
1250	Refugee Resettlement and Immigration Services of Atlanta Inc	4151 Memorial Dr. S Decatur, GA 30032	30-0130066	509a(1)	Located in Atlanta, Georgia, RRISA is a non-profit agency with a multi-lingual, multicultural staff that provides an entry into the American culture and continued services for hundreds of refugees each year.	\$5,000.00
1251	Underdog Foundation	PO Box 443 Island Pond, VT 05846	03-0366814	509a(1)	RRISA provides a wide spectrum of services to refugees before, during and after their arrival into the U.S. Services offered by RRISA include reception and placement, employment and employment upgrade services, citizenship classes, social adjustment services, immigration services, interpretation and translation services, emergency referral services and youth programs.	\$7,500.00
1252	Refugee Resettlement and Immigration Services of Atlanta Inc	4151 Memorial Dr. S Decatur, GA 30032	30-0130066	509a(1)	Located in Atlanta, Georgia, RRISA is a non-profit agency with a multi-lingual, multicultural staff that provides an entry into the American culture and continued services for hundreds of refugees each year.	\$5,000.00
1267	Foundation Center	50 Hurt Plaza, Suite 150 Atlanta, GA 30303	13-1837418	509a(1)	To strengthen the nonprofit sector by advancing knowledge about U.S. philanthropy. To achieve its mission it - Collects, organizes and communicates information on U.S.	\$5,000.00
1268	The Atlanta Opera	728 Peachtree Street, NW Atlanta, GA 30308-1139	58-1371843	509a(1)	In support of arts education in middle and high schools	\$125.00
1269	Care for Cops Inc	3473 Satellite Blvd., Suite 305 Duluth, GA 30096	51-0525188	509a(1)	Support Families of Fallen Law Enforcement Officers	\$125.00
1270	Covenant Network of Presbyterians	c/o Calvary Presbyterian Church 2515 Fillmore St San Francisco, CA 94115	94-3356039	509a(1)	In support of theological education and pastor development	\$500.00
1271	Presbyterian Outlook Found Inc	2112 W Laburnum Ave Ste 109 Richmond, VA 23227	54-1186581	509a(2)	The Foundation publishes 'The Presbyterian Outlook', a publication of general circulation to members of the United Presbyterian Church, USA and the Presbyterian Church, US	\$250.00
1272	The Atlanta Women's Foundation	50 Hurt Plaza SE Suite 401 Atlanta, GA 30303	58-2369721	509a(1)	In support of education programs addressing social injustice toward women	\$2,500.00

Rockdale Foundation  
2009 Grants

1273	Trinity Cafe, Inc.	PO Box 320146 Tampa, FL 33679	59-3733387	509a(1)	Provide food and shelter to the needy	\$250 00
1274	Clifton Sanctuary Ministries Inc	369 Connecticut Ave Ne Atlanta, GA 30307	58-2398005	509a(1)	Provide a range of services to the most vulnerable homeless men, enabling them to overcome homelessness	\$250 00
1346	Atlanta Ballet Incorporated	1400 West Peachtree Street Atlanta, GA 30309	58-1047778	509a(2)	In support of arts education for middle and high schools	\$150 00
1275	Trees Conyers	P.O. Box 283 Conyers, GA 30012	20-0318021	509a(1)	In support of programs focusing on natural resource conservation and protection	\$4,000 00
1276	Dasra	12338 Mally Meadows Lane Sugarland, TX 77478	05-0574837	509a(1)	Dasra provides support for the poor in India	\$40,000 00
1284	Centre for Civil Society	K-36 Haaz Khas Enclave New Delhi 110 016 India	58-1934891	509a(1)	The Centre for Civil Society is an independent, non-profit, research and educational organisation devoted to improving the quality of life for all citizens of India by reviving and reintegrating civil society	\$10,000 00
1277	Genesis Shelter	1615 Peachtree St. NE Atlanta, GA 30309	20-8007444	509a(1)	Genesis enables homeless families to remain together and creates a participatory community in which parents have the opportunity to live with their children in privacy and with dignity	\$2,500 00
1278	500 for Life	6105 Blue Stone Road Loft 421 Atlanta, GA	13-6128447	509a(1)	To provide thermal imaging equipment for use in rescue operations to fire departments lacking funds to obtain these devices otherwise	\$10,000 00
1279	Avon Products Foundation Incorporated	1345 Ave of the Americas New York, NY 10105	77-0547201	509a(1)	To improve the lives of women through two key philanthropic pillars breast cancer and domestic violence. The foundation also manages scholarships and women's empowerment programs and special emergency relief funds for avon products.	\$300 00
1280	The Fistula Foundation	1171 Homestead Road, Suite 265 Santa Clara, CA 95050	58-2124746	509a(1)	The Fistula Foundation supports the fistula treatment and prevention programs of Addis Ababa Fistula Hospital in Ethiopia. The foundation is also involved in fistula awareness activities within the United States and beyond.	\$250,00
1281	Fund for Community Support, Inc	986 Walker Ave. Atlanta, GA 30316	58-0633982	509a(1)	Operating support for programs that develop audio and video tapes for the Episcopal community	\$5,806 00
1282	Episcopal Media Center, Inc.	644 West Peachtree Street Atlanta, GA 30308	51-0528188	509a(1)	Support Families of Fallen Law Enforcement Officers	\$500 00
1283	Care for Cops Inc	3473 Satellite Blvd., Suite 305 Duluth, GA 30096	58-2425381	509a(1)	To build the confidence and skills of all educators through professional development and resources to encourage integration of creativity and the arts into the daily curriculum across all grades and disciplines	\$1,105 00
1285	Creating Pride/ArtsNOW	100 Edgewood Drive Suite 925 Atlanta, GA 30303	58-1082247	509a(1)	Provide operating support for programs serving at-risk families and the homeless	\$20,000 00
1287	Decatur Cooperative Ministry	PO Box 457 115 Church Street Decatur, GA 30031	58-2242031	509a(1)	Operating support for social service programs serving foreign refugees in Clarkston, Georgia	\$1,000 00
1288	Refugee Family Services	5561-H Memorial Drive Stone Mountain, GA 30083	74-2976069	509a(1)	Operating support for historic preservation projects in Decatur, Georgia	\$1,000 00
1289	Decatur Preservation Alliance, Inc.	P.O. Box 1764 Decatur, GA 30031	31-1836820	509a(1)	Help place homeless pets in homes in the metro Atlanta area	\$60 00
1290	Corvettes Serving America Foundation Incorporated	Jonesboro, GA 30327 PO Box 432	58-1991483	509a(1)	Benevolence in the form of food, temporary shelter, rental assistance in the local area of Gwinnett County, GA	\$150 00
1291	Southeast Gwinnett Cooperative Ministry	1200 Athens Hwy Grayson, GA 30017	20-2872268	509a(1)	GSAC-CAC is committed to providing medical and psychological support as well as legal advocacy to persons victimized by sexual assault and child sexual abuse. We also provide the community with educational and prevention programs. GSAC-CAC will treat all with respect and dignity in a safe, caring environment	\$1,105 00
1292	Rescua Me Animal Project Inc	1375 Aliene Ave Sw Atlanta, GA 30310	58-1762829	509a(1)	City of Refuge offers both life saving resources and life building tools to individuals and families in Atlanta who are living on the margin	\$30 00
1293	Gwinnett Sexual Assault Center Inc.	PO Box 1329 Duluth, GA 30096	58-2194642	509a(2)	City of Refuge offers both life saving resources and life building tools to individuals and families in Atlanta who are living on the margin	\$35 00
1294	City of Refuge, Inc.	1300 Joseph E Boone Blvd Atlanta, GA 30314	58-2194642	509a(2)	City of Refuge offers both life saving resources and life building tools to individuals and families in Atlanta who are living on the margin	\$30 00
1295	City of Refuge, Inc	1300 Joseph E Boone Blvd Atlanta, GA 30314	45-0470675	509a(1)	The mission of the idea village is to sow the seeds of change through entrepreneurship by creating and nurturing a vibrant entrepreneurial community in the New Orleans region	\$25,000 00
1296	City of Refuge, Inc	1300 Joseph E Boone Blvd Atlanta, GA 30314	58-1743333	509a(1)	Operating support for early childhood education serving homeless families	\$500 00
1297	Idea Village	515 Girod St New Orleans, LA 70130				
1307	Our House, Inc	P.O. Box 1304 Decatur, GA 30031				

Statement A

58-2147850

Rockdale Indation  
2009 Grants

Line Item	Organization	Address	Account Number	Description	Amount
1308	Atlanta Arts Alliance, Inc.	1293 Peachtree St., Suite 300 Atlanta, GA 30309	58-06333971	In support of music and culture through performance and education	\$250.00
1309	Atlanta Arts Alliance, Inc	1293 Peachtree St., Suite 300 Atlanta, GA 30309	58-06333971	In support of music and culture through performance and education	\$300.00
1310	Sophia Academy, Inc.	2880 Dresden Drive Atlanta, GA 30341	58-2448273	Sophia Academy is a Christian school dedicated to innovative multi-sensory teaching methods for students with a variety of learning differences, using a curriculum that emphasizes Judeo-Christian values in every subject	\$1,400.00
1311	William C. Hartman Jr. Fund University of Georgia Athletic Assn Inc	P.O. Box 1472 Athens, GA 30603	58-065218	The William C. Hartman Jr. Fund (formerly the Georgia Educational Enhancement Fund) is a fund established within the University of Georgia Athletic Association Inc. The purpose is to provide funding for educational scholarships at UGA for student-athletes, as well as funding for building and maintaining first class facilities for UGA's 21 varsity sports programs	\$750.00
1312	Allegheny College	520 N. Main St Meadville, PA 16335	25-0965212	Allegheny College is a four year, higher education, residential institution	\$1,500.00
1313	Dekaib Medical Center Foundation	2701 N. Decatur Road Decatur, GA 30033	58-1924605	To provide operating support to programs that improve community health	\$500.00
1314	Decatur Cooperative Ministry	PO Box 457 115 Church Street Decatur, GA 30031	58-1082247	Provide operating support for programs serving at-risk families and the homeless	\$500.00
1315	Atlanta Community Food Bank, Inc.	970 Jefferson St. NW Atlanta, GA 30318	58-1376648	To fight hunger by engaging, educating empowering our community	\$500.00
1316	Atlanta International School Inc	2890 North Fulton Drive Atlanta, GA 30305	58-1581116	Co-educational, independent day school providing rigorous instruction to native speakers of German, French, Spanish and English	\$2,000.00
1298	Financial Innovations Center Inc	2230 S Michigan Ave., Ste 200 Chicago, IL 60616	20-3006098	Assist the financial services industry to identify, develop and implement innovative means of delivering asset-building opportunities to the underbanked market that are beneficial and profitable for both service provider and customer	\$20,000.00
1299	Appalachian Community Enterprises Inc	3173 Hwy 129 N Cleveland, GA 30528	58-2383869	Appalachian Community Enterprises (ACE) is an organization that helps grow small business or microbusiness through loans, financial education programs, coaching and connections in 34 north Georgia counties	\$25,000.00
1300	Decatur Preservation Alliance, Inc	P.O. Box 1764 Decatur, GA 30031	74-2976069	Operating support for historic preservation projects in Decatur, Georgia	\$1,000.00
1301	Initiative for Affordable Housing Dekalb Inc.	1434 Scott Blvd., Suite 200 Decatur, GA 30030	58-1932474	In support of housing programs serving the homeless and low income families	\$500.00
1302	The Open Door Community	910 Ponce de Leon NE Atlanta, GA 30306	58-1453550	The Open Door Community is a residential Christian Community serving homeless people in the city of Atlanta and prisoners and their families in the state of Georgia	\$500.00
1303	Refugee Family Services	5561-H Memorial Drive Stone Mountain, GA 30083	58-2242031	Operating support for social service programs serving foreign refugees in Clarkston, Georgia	\$500.00
1304	Columbia Theological Seminary	701 Columbia Drive Decatur, GA 30031	58-0566165	In support of theological education programs	\$250.00
1305	Our House, Inc.	P.O. Box 1304 Decatur, GA 30031	58-1743333	Operating support for early childhood education serving homeless families	\$2,000.00
1306	Good Samaritan Health Center of Cobb, Inc	1605 Roberta Dr Marietta, GA 30008	32-0045238	To serve those persons who are uninsured and who live at or under 200% of the federal poverty level of Metro Atlanta. Services are provided in the following areas: primary care medical, primary care dental, health education, counseling and selected social services	\$500.00
1321	Decatur Rotary Foundation, Inc	P.O. Box 845 Decatur, GA 30031-0845	58-2169936	In support of administrative expenses by DEcatur Rotary Foundation	\$20,000.00
1322	Protestant Episcopal Church in the Diocese of Upper South Carolina	1115 Marston Street Columbia, SC 29201	58-0314384	In support of religious worship services of the Episcopal churches.	\$500.00

wine Naandi Foundation India

In support of hunger, education,  
drinking water and livelihood opportunities.

Sub-Total \$371,026.00  
30,000  
Total \$401,026

The Rockdale Foundation  
Scheduled Grants  
58-2147850

Statement B

<u>ID</u>	<u>Legal Name</u>	<u>Address</u>	<u>Amount</u>	<u>Scheduled</u>
1245	Calvert Social Investment Foundation	4550 Montgomery Avenue Bethesda, MD 20814-9814	\$10,000.00	7/31/2010
1338	Shraddha Trust/dba The Teacher Foundation	NO. 1/24, Hanumanthappa Layout, Ulsoor Road Bangalore 560 042 India	\$14,325.00	3/15/2010
			\$24,325.00	

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS
PUBLICLY TRADED SECURITIES	480,309.	1,007,818.	0.	0.	VARIOUS VARIOUS <527,509.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS
PUBLICLY TRADED SECURITIES	1,721,466.	2,755,347.	0.	0.	VARIOUS VARIOUS <1,033,881.>

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					<1,561,390.>

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

SOURCE	AMOUNT
BNY MELLON	7,071.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,071.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MELLON MONEY MARKET	18,973.	0.	18,973.
TOTAL TO FM 990-PF, PART I, LN 4	18,973.	0.	18,973.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND PLANNING FEES	6,050.	4,538.		1,513.
TO FORM 990-PF, PG 1, LN 16B	6,050.	4,538.		1,513.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	288.	0.		288.
TO FORM 990-PF, PG 1, LN 16C	288.	0.		288.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	1,724.	390.		1,334.
TO FORM 990-PF, PG 1, LN 18	1,724.	390.		1,334.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	971.	194.		776.	
TELEPHONE	247.	49.		198.	
BANK CHARGES	424.	85.		339.	
POSTAGE	172.	34.		138.	
DUES & SUBSCRIPTIONS	4,200.	840.		3,360.	
COMMUNICATION/MEDIA	502.	100.		401.	
INVESTMENT FEES	18,580.	18,580.		0.	
INSURANCE	940.	188.		752.	
PROGRAM EXPENSES	750.	150.		600.	
OVERHEAD ALLOCATION	5,177.	1,035.		4,142.	
TO FORM 990-PF, PG 1, LN 23	31,963.	21,255.		10,706.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
MELLON BANK SECURITIES	0.	0.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
NOTE RECEIVABLE - MICROFINANCE GRANT	COST	51,200.	51,200.	
TOTAL TO FORM 990-PF, PART II, LINE 13		51,200.	51,200.	

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**FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 10**


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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	2,445.	2,445.	0.
OFFICE EQUIPMENT	1,148.	1,148.	0.
COMPUTER SOFTWARE	690.	690.	0.
OFFICE FURNITURE	1,367.	1,367.	0.
OFFICE FURNITURE	1,697.	1,697.	0.
OFFICE FURNITURE	995.	995.	0.
OFFICE FURNITURE	2,120.	2,120.	0.
OFFICE EQUIPMENT	2,351.	2,351.	0.
OFFICE FURNITURE	4,514.	4,514.	0.
OFFICE EQUIPMENT	1,857.	1,857.	0.
COMPUTER SOFTWARE	7,734.	7,734.	0.
COMPUTER SOFTWARE	7,939.	7,939.	0.
OFFICE EQUIPMENT	1,068.	1,068.	0.
COMPUTER SOFTWARE	3,343.	3,343.	0.
OFFICE EQUIPMENT	241.	241.	0.
OFFICE EQUIPMENT	1,861.	1,861.	0.
COMPUTER SOFTWARE	2,591.	2,591.	0.
<b>TOTAL TO FM 990-PF, PART II, LN 14</b>	<b>43,961.</b>	<b>43,961.</b>	<b>0.</b>

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**FORM 990-PF      OTHER LIABILITIES      STATEMENT 11**


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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
REIMBURSEMENTS DUE	129,044.	0.
DUE TO M&O	0.	46,626.
<b>TOTAL TO FORM 990-PF, PART II, LINE 22</b>	<b>129,044.</b>	<b>46,626.</b>

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. PATTILLO 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
KATHLEEN BARKSDALE PATTILLO 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	DIRECTOR & SECRETARY 0.00	0.	0.	0.
DR. JOANNA ADAMS 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	DIRECTOR 0.00	0.	0.	0.
RICARDO CARVALHO 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	DIRECTOR 0.00	0.	0.	0.
ROBERT LUPTON 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	DIRECTOR 0.00	0.	0.	0.
WINSOME HAWKINS 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	DIRECTOR 0.00	0.	0.	0.
EUGENIA TOPPLE 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	EXECUTIVE DIRECTOR & PROGR 4.00	10,513.	686.	0.
TERRY L. GALLOWAY 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA 30345	TREASURER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		10,513.	686.	0.

## Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

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

Type or print	Name of Exempt Organization <b>THE ROCKDALE FOUNDATION, INC.</b>	Employer identification number <b>58-2147850</b>
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2200 CENTURY PARKWAY, NO. 100</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>ATLANTA, GA 30345</b>	

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

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**MS. EUGENIA TOPPLE**

- The books are in the care of ▶ **2200 CENTURY PARKWAY, STE 100 - ATLANTA, GA 30345**  
Telephone No ▶ **678-365-4750** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ▶ . If it is for part of the group, check this box ▶  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2009** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5,216.
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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