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Form 990-PF

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

OMB No 1545-0052

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

Name of foundation

ROCKDALE FUND FOR SOCIAL INVESTMENT, INC

Number and street (or P O box number if mail is not delivered to street address)

2200 CENTURY PARKWAY

Room/suite

100

City or town, state, and ZIP code

ATLANTA, GA 30345

A Employer identification number

58-2668065

B Telephone number

678-365-4750

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 foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 6,047,033.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

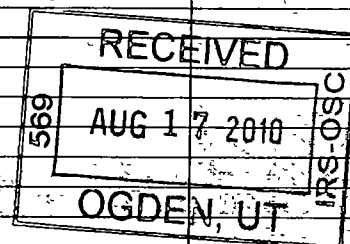
(Part I, column (d) must be on cash basis.)

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).)(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	53,565.	53,565.		STATEMENT 1
	4 Dividends and interest from securities	53,778.	52,778.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<68,067.>			
	b Gross sales price for all assets on line 6a	254,220.			
	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	39,276.	106,343.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	10,513.	2,103.		8,410.
	14 Other employee salaries and wages	29,356.	7,338.		22,018.
	15 Pension plans, employee benefits	2,122.	496.		1,626.
	16a Legal fees STMT 3	4,316.	0.		4,316.
	b Accounting fees STMT 4	7,586.	5,690.		1,897.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	4,083.	2,249.		1,334.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,986.	397.		1,589.
	22 Printing and publications				
	23 Other expenses STMT 6	49,190.	32,390.		16,800.
	24 Total operating and administrative expenses. Add lines 13 through 23	109,152.	50,663.		57,990.
	25 Contributions, gifts, grants paid	1,123,500.			1,123,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,232,652.	50,663.		1,181,490.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,193,376.>				
b Net investment income (if negative, enter -0-)		55,680.			
c Adjusted net income (if negative, enter -0-)			N/A		

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

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2009.04011 ROCKDALE FUND FOR SOCIAL IN 60081_01

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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	15,682.	13,891.	13,891.
	2 Savings and temporary cash investments	2,508,247.	1,495,565.	1,495,565.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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	2,817,912.	3,506,361.	3,506,361.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 2,468.			
	Less accumulated depreciation STMT 9 ▶ 2,468.			
	15 Other assets (describe ▶ STATEMENT 10)	1,000,000.	1,031,216.	1,031,216.
	16 Total assets (to be completed by all filers)	6,341,841.	6,047,033.	6,047,033.
	17 Accounts payable and accrued expenses	122.		
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	70,518.	53,890.	
	23 Total liabilities (add lines 17 through 22)	70,640.	53,890.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <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	6,271,201.	5,993,143.	
30 Total net assets or fund balances	6,271,201.	5,993,143.		
31 Total liabilities and net assets/fund balances	6,341,841.	6,047,033.		

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	6,271,201.
2 Enter amount from Part I, line 27a	2	<1,193,376.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	915,318.
4 Add lines 1, 2, and 3	4	5,993,143.
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	5,993,143.

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		P	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 203,968.		275,820.	<71,852.>
b 50,252.		46,467.	3,785.
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			<71,852.>
b			3,785.
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	<68,067.>
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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)**2****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****4** Enter the net value of noncharitable-use assets for 2009 from Part X, line 5**4****5** Multiply line 4 by line 3**5****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****7** Add lines 5 and 6**7****8** Enter qualifying distributions from Part XII, line 4**8**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	1,114.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,114.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	1,114.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009		6a	
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	3,000.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	3,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	33.
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	1,853.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 1,853. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	13	X	

Website address ► N/A

14 The books are in care of ► EUGENIA TOPPLE Telephone no. ► 678-365-4750
 Located at ► 2200 CENTURY PARKWAY, SUITE 100, ATLANTA, GA ZIP+4 ► 30345

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
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

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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)?

5b

X

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?

N/A

7b

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

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

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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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,961,493.
b	Average of monthly cash balances	1b	1,902,647.
c	Fair market value of all other assets	1c	1,000,000.
d	Total (add lines 1a, b, and c)	1d	5,864,140.
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	5,864,140.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,962.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,776,178.
6	Minimum investment return. Enter 5% of line 5	6	288,809.

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	288,809.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,114.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	287,695.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	287,695.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	287,695.

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	1,181,490.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,181,490.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,181,490.

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.

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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				287,695.
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				
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: ► \$ 1,181,490.				
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				287,695.
e Remaining amount distributed out of corpus	893,795.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	893,795.			
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	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	893,795.			
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	893,795.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT A	NONE	SEE STATEMENT A	SEE STATEMENT A	1123500.
Total				▶ 3a 1123500.
b Approved for future payment SEE STATEMENT B	NONE	SEE STATEMENT B	SEE STATEMENT B	140,000.
Total				▶ 3b 140,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
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	53,565.		
4	Dividends and interest from securities			14	53,778.		
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	<68,067.>		
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.		39,276.		0.
13	Total. Add line 12, columns (b), (d), and (e)						

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

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

[illegible]

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

- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

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

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.

Date _____

Title

404-898-2000

Form **990-PF** (2009)

FORM 990-PF PAGE 1

FORM 990-PF PAGE 1

928111
04-24-09

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

ROCKDALE FUND FOR SOCIAL INVESTMENT, INC.
E.I.N. xxxxxxxxxxxxxxxxxxxx 58-2668065
Attachment to 2009 Year Form 990-PF

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

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY
GRANTS

(1) Grantee: Riecken Foundation, a registered not-for-profit organization formed under the laws of Maryland

(2) Date and Amount Paid in Current Tax Year: \$250,000 paid in April 2009

(3) Total Grant: \$250,000.00

(4) Purpose:

The Riecken Foundation lays the framework for community-run lending libraries with open stacks of books and free Internet access in Honduras and Guatemala. The grant was made to support the operating expenses of the library network in Honduras and Guatemala.

(5) Amount of Grant Spent by Grantee: \$ 250,000

(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)).

Statement A

58-2668065

Rockdale Fund for Social Investment
2009 Grants

<u>ID</u>	<u>Legal Name</u>	<u>Address</u>	<u>Tax ID</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
1206	Trinity Presbyterian Church	3003 Howell Mill Rd. NW Atlanta, GA 30327		501c(3)	Religious organization	\$350.00
1207	Boys and Girls Clubs of Metro Atlanta	100 Edgewood Ave. NE Suite 700 Atlanta, GA 30303	58-0566123	509a(1)	Operating support for youth development programs.	\$250.00
1208	Boys and Girls Clubs of Metro Atlanta	100 Edgewood Ave. NE Suite 700 Atlanta, GA 30303	58-0566123	509a(1)	Operating support for youth development programs.	\$15,000.00
1209	Boys and Girls Clubs of Metro Atlanta	100 Edgewood Ave. NE Suite 700 Atlanta, GA 30303	58-0566123	509a(1)	Operating support for youth development programs.	\$2,500.00
1210	Hollins College	Atlanta, GA 30303 P.O. Box 9629 Roanoke, VA 24020	54-0506314	509a(1)	Institution of Higher Education	\$500.00
1211	Westminster Schools	1424 West Paces Ferry Road Atlanta, GA 30327	58-0566206	509a(1)	Christian independent day school for boys and girls	\$1,000.00
1212	Westminster Schools	1424 West Paces Ferry Road Atlanta, GA 30327	58-0566206	509a(1)	Christian independent day school for boys and girls	\$145,000.00
1213	Masters School	49 Clinton Avenue, Dobbs Ferry, NY 10522	13-1740472	509a(1)	To provide the challenging academic environment, that for over a century, has encouraged critical, creative and independent habits of thought as well as a lifelong passion for learning.	\$50,000.00
1228	The Community Foundation for Greater Atlanta	The Hurt Building Suite 449 Atlanta, GA 30303	58-1344646	509a(1)	To strengthen the region by providing quality services to donors and innovative leadership on community issues.	\$250,000.00
1215	Arch Foundation for the University of Georgia Inc.	School of Public and International Affairs 217 Candler Hall Athens, GA 30602-1492	20-2779492	509a(1)	Supports the University of Georgia by receiving and administering contributions.	\$1,500.00
1217	Atlanta Educational Telecommunications Collaborative	740 Bismark Road, NE Atlanta, GA 30324	58-2126423	509a(1)	Provides programming for all ages and backgrounds.	\$1,000.00
1218	National Multiple Sclerosis Society	1117 Perimeter Center West, Suite E101 Atlanta, GA 30338	58-0652901	509a(1)	The Georgia Chapter of the National MS Society is a community of thousands of individuals who are committed to achieving a world free of MS. We provide comprehensive support services and educational programs to people with MS, their family and friends, and raise funds locally to support the National MS Society's research initiatives.	\$2,500.00

Statement A

58-2668065

Rockdale Fund for Social Investment
2009 Grants

1219 Special Olympics, Inc.	133 19th St. N.W. Washington, DC 20036	52-0889518	509a(1)	Special Olympics is a global nonprofit organization serving the nearly 200 million people with intellectual disabilities, with a presence in nearly 200 countries worldwide.	\$150 00
1216 Atlanta Public Schools	130 Trinity Avenue, SW Atlanta, GA 30303			Support programs that help students achieve excellence.	\$20,000 00
1097 Teach for America	600 West Peachtree Street Suite 450 Atlanta, GA 30308	13-3541913	509a(1)	To build the movement to eliminate educational inequity by enlisting our nation's most promising future leaders in the effort	\$100,000 00
1220 North Atlanta High School Foundation, Inc.	916 Carter Drive Atlanta, GA 30319	20-5464283	509a(1)	Provide support for North Atlanta High School.	\$1,000.00
1332 Francis & Henry Riecken Foundation, Inc.	1875 K St NW Washington, DC 20006	04-3500365	501c(3)	To promote democracy and prosperity in Central America.	\$250,000.00
1221 Southeastern Council of Foundations	50 Hurt Plaza Suite 350 Atlanta, GA 30303	56-0995114	509a(2)	In support of private foundations development	\$5,000.00
1222 OGLETHORPE UNIVERSITY INC	4484 Peachtree Road NE Atlanta, GA 30319	58-0568698	509a(1)	Institution of Higher Education	\$2,000 00
1223 Emory University	1762 Clifton Road, Plaza 1000 Atlanta, GA 30322	58-0566256	509a(1)	Institution of Higher Education	\$250.00
1224 Hollins College	P O Box 9629 Roanoke, VA 24020	54-0506314	509a(1)	Institution of Higher Education	\$1,000.00
1225 Atlanta Education Fund Inc.	250 Williams Street Suite 2115 Atlanta, GA 30303	58-2047710	509a(1)	The mission of the Atlanta Education Fund (AEF) is to accelerate and sustain student achievement in Atlanta's Public Schools.	\$12,500.00
1226 Junior League of Atlanta Inc	3154 Northside Pkwy NW Atlanta, GA 30327	58-0600947	509a(2)	To promote volunteerism and to improve the community through the effective action and leadership of trained volunteers.	\$1,000 00
1227 Atlanta Arts Alliance, Inc.	1293 Peachtree St., Suite 300 Atlanta, GA 30309	58-0633971	509a(1)	In support of music and culture through performance and education	\$1,000.00
1230 FCS Urban Ministries	P.O. Box 17628 Atlanta, GA 30316	58-1330830	509a(1)	Community development in the inner city	\$2,500 00
1234 OGLETHORPE UNIVERSITY INC	4484 Peachtree Road NE Atlanta, GA 30319	58-0568698	509a(1)	Institution of Higher Education	\$25,000 00
1235 Wesleyan University	318 High Street Middletown, CT 06459	06-0646959	509a(1)	Institution of Higher Education	\$1,000 00
1236 ASA Foundation International	426 13th Street, #4E Brooklyn, NY 11215	20-8096826	509a(1)	Micro-finance organization working to relieve poverty in underprivileged countries	\$25,000 00

Rockdale Fund for Social Investment
2009 Grants

1237 Georgia Shakespeare Festival, Inc.	4484 Peachtree Rd. NE Atlanta, GA 30319	58-1495460	509a(1)	In support of education programs about playwrights and authors	\$5,000.00
1238 Boys and Girls Clubs of Metro Atlanta	100 Edgewood Ave. NE Suite 700 Atlanta, GA 30303	58-0566123	509a(1)	Operating support for youth development programs.	\$2,500.00
1231 Posse Foundation, Inc.	101 Marietta Street, NW Suite 100 Atlanta, GA 30345	13-3840394	509a(1)	The Posse Foundation identifies, recruits, and trains incredible youth leaders from urban public high schools and sends these groups as 'Posses' to top colleges and universities in this country.	\$20,000.00
1239 Georgia Partnership for Excellence in Education	235 Peachtree Street Suite 900 Atlanta, GA 30303	58-1974586	501c(3)	Inform and influence Georgia leaders through research and non-partisan advocacy to impact education policies and practices for the improvement of student achievement.	\$20,000.00
1240 Southeastern Council of Foundations	50 Hurt Plaza Suite 350 Atlanta, GA 30303	56-0995114	509a(2)	In support of private foundations development.	\$1,500.00
1241 GOAL, Inc.	1900 Century Place Suite 112 Atlanta, GA 30345	58-2318378	509a(1)	Promote self-esteem, self-awareness and respect for individual differences in girls and young women, resulting in an enhanced capacity for leadership.	\$30,000.00
1246 Arch Foundation for the University of Georgia Inc.	School of Public and International Affairs 217 Candler Hall Athens, GA 30602-1492	20-2779492	509a(1)	Supports the University of Georgia by receiving and administering contributions.	\$5,000.00
1247 Big Brothers Big Sisters of Metro Atlanta, Inc.	100 Edgewood Avenue Atlanta, GA 30303	58-0861895	509a(1)	Serving children from single parent families by placing them in mentoring relationship with carefully screened and trained adult volunteers.	\$10,000.00
1253 Odyssey, Inc.	1424 West Paces Ferry Road, NW Atlanta, GA 30327	58-2537795	509a(3)	Operating support for summer programs focusing on reading, writing, math, science and arts.	\$25,000.00
1254 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	\$10,000.00
1255 Georgia Campaign for Adolescent Pregnancy Prevention Inc.	100 Auburn Ave Ne Ste 200 Atlanta, GA 30303	31-1520709	509a(1)	Ensure that Georgia's adolescents have the opportunities, skills, and support services needed to avoid early pregnancy. And is developing replicable models for state and local communities to address the problem.	\$1,000.00
1256 Atlanta Public Schools	130 Trinity Avenue, SW Atlanta, GA 30303			Support programs that help students achieve excellence.	\$500.00

58-2668065 Statement A

Rockdale Fund for Social Investment 2009 Grants

1257	Youth Communication Metro Atlanta, Inc. 145 Nassau St Atlanta, GA 30303	58-2107143	509a(1)	Through YC, teens from diverse backgrounds develop skills to express themselves and build a strong community. To build the movement to eliminate educational inequity by enlisting our nation's most promising future leaders in the effort.	\$5,000.00
1258	Teach for America 600 West Peachtree Street Suite 450 Atlanta, GA 30308	13-3541913	509a(1)		\$5,000.00
1259	OGLETHORPE UNIVERSITY INC 4484 Peachtree Road NE Atlanta, GA 30319	58-0568698	509a(1)	Institution of Higher Education	\$1,500.00
1260	The Community Foundation for Greater Atlanta The Hurt Building Suite 449 Atlanta, GA 30303	58-1344646	509a(1)	To strengthen the region by providing quality services to donors and innovative leadership on community issues	\$1,000.00
1261	Paideia School Incorporated 1509 Ponce De Leon Avenue, N.E. Atlanta, GA 30307	23-7089522	509a(1)	Private, non-sectarian school furnishing education from preschool through high school for approximately 907 students while actively seeking racial, cultural and economic diversity in its student body.	\$2,500.00
1262	Presbyterian Church USA 1411 N. Morningside Atlanta, GA 30306	23-6393377	509a(1)	The investment and loan program supports the church's growth and expansion by offering investments to Presbyterians (individuals), congregations and church agencies and loans to Presbyterian churches	\$5,000.00
1263	Trinity Presbyterian Church 3003 Howell Mill Rd. NW Atlanta, GA 30327				\$30,000.00
1265	Year Up 93 Summer St 5th Floor Boston, MA 02110	04-3534407		One-year intensive training program that provides urban young adults 18-24, with a combination of technical and professional skills, college credits, and a paid corporate internship.	\$25,000.00
1266	Juvenile Diabetes Research Foundation International 400 Perimeter Center Terrace, Suite 750 Atlanta, GA 30346	23-1907729	509a(1)	In support of education and research in treating juvenile diabetes	\$1,000.00
					<u>\$1,123,500.00</u>

Rockdale Fund for Social Investment Scheduled Grants

[illegible]

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

ROCKDALE FUND FOR SOCIAL INVESTMENT, INC.

a Domestic Non-Profit Corporation

has amended and filed duly restated articles on **12/30/2008** in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 30, 2008



Karen C Handel
Secretary of State

58-2668065

**CERTIFICATE
WITH RESPECT TO
RESTATED ARTICLES OF INCORPORATION
OF
ROCKDALE FUND FOR SOCIAL INVESTMENT, INC.**

2008 DEC 30 PM 4:47

SECRETARY OF STATE
CORPORATIONS DIVISION

The undersigned does hereby certify:

1. That she is the duly appointed and acting Executive Director of Rockdale Fund for Social Investment, Inc., a Georgia nonprofit corporation (the "Corporation"), and authorized to execute and deliver this certificate on behalf of the Corporation; and

2. That the Restated Articles of Incorporation attached to and hereby made a part of this certificate do not contain an amendment requiring approval by the members or any other person other than the Board of Directors, and that the Restated Articles of Incorporation attached hereto and hereby made a part of this certificate were duly adopted by the Board of Directors on 12/24, 2008.

DULY EXECUTED and delivered by the undersigned on 12/24, 2008.

Rockdale Fund for Social Investment, Inc.

By: E. Topple

Eugenia Topple
Executive Director



**RESTATED ARTICLES OF INCORPORATION
OF
ROCKDALE FUND FOR SOCIAL INVESTMENT, INC.**

Rockdale Fund for Social Investment, Inc., a corporation organized and existing under and by virtue of the Georgia Nonprofit Corporation Code, whose original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Georgia on November 29, 2001, does hereby restate, integrate and amend its Articles of Incorporation, as previously amended, in their entirety to read as follows:

**ARTICLES OF INCORPORATION
OF
ROCKDALE FUND FOR SOCIAL INVESTMENT, INC.**

(A Nonprofit Corporation)

I.

The name of the corporation is "Rockdale Fund for Social Investment, Inc." (the "Corporation").

II.

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

III.

The Corporation shall have perpetual duration.

IV.

(a) The Corporation is a nonprofit corporation organized for the following exclusively religious, charitable, scientific, literary, amateur athletic, cruelty prevention, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"): To provide financial and operational support to or for the benefit of charitable organizations or charitable purposes throughout the World; to engage directly or indirectly in the delivery of services for charitable purposes; to acquire, establish, retain and maintain a fund or funds consisting of real estate, securities and other investment assets to be held, invested and used exclusively for the foregoing purposes; and to engage in any lawful act or activities related to the foregoing purposes which are consistent with the provisions of section 501(c)(3) of the Code.

(b) The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual and as payments and distributions in furtherance of the purposes set forth in this Article IV. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code; therefore, notwithstanding any other provision in these Articles of Incorporation, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170(c)(2), 642, 2055 and 2522 of the Code. The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code.

(c) To the extent that section 4942 of the Code is applicable to the Corporation, the directors shall cause the Corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the Corporation and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings which would subject the Corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the Corporation to tax under section 4945 of the Code.

V.

In these Articles of Incorporation, references to "charitable organization" or "charitable organizations" shall mean any United States of America federal, state or local governmental bodies (but only with respect to exclusively public charitable purposes), or any corporations, trusts, funds, foundations or community chests which are organized (within or without the United States of America) and operated exclusively for religious, charitable, scientific, literary, amateur athletic, cruelty prevention, or charitable purposes, which do not discriminate in conducting their affairs against any person on account of race, color, national origin, sex, religion or age, and which are described in section 170(c)(1) or 501(c)(3) of the Code (without regard to section 508 of the Code in the case of organizations organized outside of the United States of America). In these Articles of Incorporation, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, amateur athletic, cruelty

prevention, or charitable purposes within the meaning of those terms as used in section 501(c)(3) of the Code.

VI.

(a) Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon nonprofit corporations under the Georgia Nonprofit Corporation Code, to be exercised solely in furtherance of the charitable purposes described in Article IV hereof. The Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the Corporation.

(b) The directors are authorized to and shall take any and all other action necessary or appropriate to qualify the Corporation as an organization described in section 501(c)(3) of the Code.

VII.

In the event of the dissolution of the Corporation, which dissolution may be authorized by the affirmative vote of eighty percent (80%) of the directors of the Corporation then in office, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed exclusively for the purposes of the Corporation among, or its assets shall be sold and the proceeds distributed among, such charitable organizations as the Board of Directors, in its sole discretion, shall select. In the event that for any reason upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Superior Court of DeKalb County, Georgia shall be authorized to make such distribution exclusively for such purposes as such Court shall determine, acting upon the request of any director of the Corporation or any other person authorized by law to so act. No distribution shall be made at any time to or for the benefit of any organization other than a charitable organization or for other than a charitable purpose.

VIII.

The Corporation shall not be authorized to issue any shares of capital stock and shall have no capital stock. The Corporation shall have no members.

IX.

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) and no more than nine (9) individuals. The exact number of the members of the Board of Directors as well as any additional qualifications for being a member of the Board of Directors shall be as provided from time to time by or pursuant to the Bylaws of the Corporation.

X.

(a) No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws.

(b) The Corporation shall indemnify any director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation in which he or she was adjudged liable to the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws.

(c) Expenses (including attorney's fees) incurred by a director, officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a director or officer and may, in the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Georgia Nonprofit Corporation Code or any successor law or laws. Such expenses (including attorney's fees) may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.

XI.

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds of the directors of the Corporation then in office as permitted in the Georgia Nonprofit Corporation Code (or the corresponding provision of any future Georgia Nonprofit Corporation Code); provided, however, that Articles IV, VII and XI of these Articles of Incorporation may only be amended upon the affirmative vote of eighty percent (80%) of the directors of the Corporation then in office; and provided further that no amendment may be made which would cause the Corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code. In addition, the Corporation may at any time, upon approval by the affirmative vote of two-thirds of the directors then in office, merge into or consolidate with any other nonprofit, nonstock corporation which is, at the time of such merger or consolidation, described in section 501(c)(3) of the Code.

other nonprofit, nonstock corporation which is, at the time of such merger or consolidation, described in section 501(c)(3) of the Code.

12/27 DULY EXECUTED and delivered by the undersigned on
_____, 2008.



Robert A. Pattillo, President

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

SOURCE	AMOUNT
BNY MELLON	53,320.
BNY MELLON (CHECKING)	245.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	53,565.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON	53,778.	0.	53,778.
TOTAL TO FM 990-PF, PART I, LN 4	53,778.	0.	53,778.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	4,316.	0.		4,316.
TO FM 990-PF, PG 1, LN 16A	4,316.	0.		4,316.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND PLANNING	7,586.	5,690.		1,897.
TO FORM 990-PF, PG 1, LN 16B	7,586.	5,690.		1,897.

FORM 990-PF	TAXES		STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,859.	1,859.		0.
FEDERAL EXCISE TAXES	500.	0.		0.
PAYROLL TAXES	1,724.	390.		1,334.
TO FORM 990-PF, PG 1, LN 18	4,083.	2,249.		1,334.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	5.	1.		4.
BANK CHARGES	34.	7.		27.
POSTAGE	10.	2.		8.
COMMUNICATION/MEDIA	1,500.	0.		1,500.
INVESTMENT FEES	28,565.	28,565.		0.
PROGRAM EXPENSES	16,487.	3,297.		13,190.
OVERHEAD ALLOCATION	2,589.	518.		2,071.
TO FORM 990-PF, PG 1, LN 23	49,190.	32,390.		16,800.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ACCRUAL TO CASH ADJUSTMENT	31,169.
UNREALIZED GAIN/LOSSES ON INVESTMENTS	884,149.
TOTAL TO FORM 990-PF, PART III, LINE 3	915,318.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MELLON BANK SECURITIES	3,506,361.	3,506,361.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,506,361.	3,506,361.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GRANT MANAGEMENT SOFTWARE	2,468.	2,468.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,468.	2,468.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE - ACCION	250,000.	250,000.	250,000.
NOTE RECEIVABLE - CALVERT	500,000.	500,000.	500,000.
NOTE RECEIVABLE - WCCN	250,000.	250,000.	250,000.
DIVIDENDS RECEIVABLE	0.	47.	47.
CALVERT ACCRUED INTEREST RECEIVABLE	0.	31,169.	31,169.
TO FORM 990-PF, PART II, LINE 15	1,000,000.	1,031,216.	1,031,216.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO ROCKDALE FOUNDATION	70,518.	7,586.
DUE TO WWV MANAGEMENT & OPERATIONS	0.	46,304.
TOTAL TO FORM 990-PF, PART II, LINE 22	70,518.	53,890.

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

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

OMB No. 1545-1709

► File a separate application for each return

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

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

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

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

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

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

Type or print	Name of Exempt Organization ROCKDALE FUND FOR SOCIAL INVESTMENT, INC	Employer identification number 58-2668065
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. 2200 CENTURY PARKWAY, NO. 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30345	

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 |

EUGENIA TOPPLE

- The books are in the care of ► **2200 CENTURY PARKWAY, SUITE 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	\$	3,000.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,000.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)